MARVEL MASTERWORKS®

THE AMAZING SPIDER-MAN®

VOLUME 10

THE AMAZING SPIDER-MAN® Nos. 88-99

STAN LEE, JOHN ROMITA & GIL KANE

MARVEL

MARVEL MASTERWORKS

PRESENTS

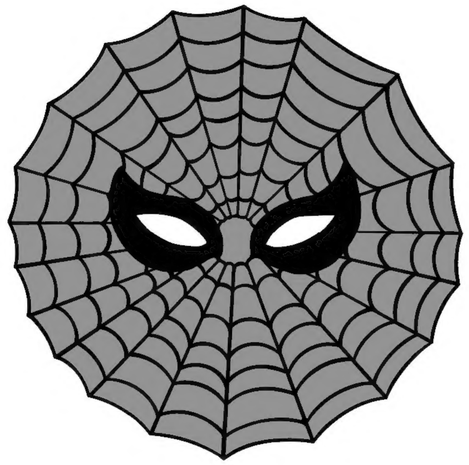
the AMAZING SPIDER-MAN

VOLUME 10

COLLECTING

THE AMAZING SPIDER-MAN Nos. 88-99

STAN LEE • JOHN ROMITA • GIL KANE



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MARVEL MASTERWORKS
CREDITS

THE
AMAZING SPIDER-MAN
Nos. 88-99

Writer: Stan Lee

Pencilers: John Romita (Nos. 88, 93-95)
Gil Kane (Nos. 89-92, 96-99)

Inkers: Jim Mooney (No. 88)
John Romita (Nos. 89-93, 96)
Sal Buscema (Nos. 94, 95)
Frank Giacoia (Nos. 97-99)

Letterers: Sam Rosen (Nos. 88-91, 97)
Art Simek (Nos. 92-96, 98, 99)

Color Reconstruction: Wil Glass & All Thumbs Creative

Art Reconstruction: Wil Glass & All Thumbs Creative

Special Thanks: Mike Burkey, Mark Evanier & Ralph Macchio

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CONTENTS

Introduction by Stan Lee

The Amazing Spider-Man #88, September 1970
"The Arms of Doctor Octopus!"

The Amazing Spider-Man #89, October 1970
"Doc Ock Lives!"

The Amazing Spider-Man #90, November 1970
"And Death Shall Come!"

The Amazing Spider-Man #91, December 1970
"To Smash the Spider!"

The Amazing Spider-Man #92, January 1971
"When Iceman Attacks"

The Amazing Spider-Man #93, February 1971
"The Lady and--the Prowler!"

The Amazing Spider-Man #94, March 1971
"On Wings of Death!"

The Amazing Spider-Man #95, April 1971
"Trap for a Terrorist!"

The Amazing Spider-Man #96, May 1971
"--And Now, the Goblin!"

The Amazing Spider-Man #97, June 1971
"In the Grip of the Goblin!"

The Amazing Spider-Man #98, July 1971
"The Goblin's Last Gasp!"

The Amazing Spider-Man #99, August 1971
"A Day in the Life of--"

INTRODUCTION
BY STAN LEE

Hi, True Believers!

Man, are you lucky! This 10th volume of our Spidey Masterworks set features some of your web-swinging wonder's most spectacular and most memorable stories of all. Of course, I'll admit that I'm a little bit prejudiced, but I predict that these are tales you'll read over and over again, because you can't absorb all the dramatic events and life changing situations after just one read!

But before we get into the world's most exciting and suspenseful super-hero soap opera, I've gotta tell you how wonderful it was for me to work with magnificent artists like John Romita and Gil Kane. Since ol' Ring-a-Ding Romita penciled some of these stories and Gil "Sugar" Kane penciled the others, it might be fun for you not to look at their names, which appear on the first page of each yarn. Instead, try to guess, by analyzing the art style, which of those two absolutely superb artists did which story.

See? Mighty Marvel not only gives you the world's best comics to read and savor, but also provides little guessing games for you to play. Yea, verily, our generosity knoweth no bounds!

But, back to the wonderment that lies in store for you—

Our first torrid tale really sets up the right mood by featuring—are you ready for this?—the Death of Doc Ock!

However, in the very next ish, to nobody's surprise, we learn that the terrible tentacled titan still lives—and is about to extract the most horrible vengeance on poor Spidey.

And extract it he does, in ish #90 when Gwen's father, the brave and honorable Captain Stacy, dies because of Spidey's battle with Doc Ock—and the girl he loves will always hate Spider-Man, because she's certain that he was to blame for her father's tragic death!

Unfortunately, the entire city thinks Spidey has gone bad and that's when an unscrupulous politician named Bullit becomes an even greater foe of our hero than Jonah Jameson—and a far more dangerous one!

Then, as if things aren't tough enough for Aunt May's favorite nephew, one of the X-Men's most powerful mutants, the incredible Iceman, decides to battle our hard-pressed web-spinner for the good of the city. But this is one time when you'll really be surprised because, we must have slipped up with this one—Spidey's yarn actually has a happy ending!

Still, don't let that happy ending fool you. Peter Parker's troubles are just beginning. First, there's his unusual battle with The Prowler—"unusual" because how do you protect yourself in a battle when you don't want to hurt your opponent? You'll really get a kick out of this one.

Next, Spidey's troubles multiply in earnest when his aged and ailing Aunt May is captured by the merciless Beetle! Once again, our hapless wall-crawler finds himself in a desperate, life-and-death quandary—how can he battle the Beetle when his maniacal foe is dangling his beloved Aunt May high above the city's rooftops? I sometimes think it must be hard for you to believe that we ourselves care for Spider-Man because of all the jams we get him into. But, what the hay, let's just refer to it as Tough Love. And onward—

Here's one that most readers didn't expect. Just for a change of pace we send Spidey to London, hoping to find Gwen Stacy. Naturally, he has an adventure there; one lone web-swinger against a whole kaboodle of terrorists. We won't tell you how it ends except to say that it's really a heart-breaker. You'll see what I mean when you read this truly memorable tale.

And now we come to the really heavy part. Enter—the Green Goblin! But even more than that, this is the start of the famous three-issue spectacular that introduces the first drug theme in comics! It's really a part of comic book lore, a series that'll go down in history—or, at least, so we've been told by fans at comic book conventions worldwide! If you haven't read it before, I don't wanna spoil it for you now, but this is the one everybody was talking about all that year—and for many years to come. You won't just be reading a Spidey classic—you're about to wrap yourself up in a blanket of legend! And wait'll you see what happens to Harry Osborn! I promise you, this is as real as it gets!

Finally, we decided to end our fantastic little series with a total change-of-pace thriller, one which will allow you to put the comic book down with a smile on your face, at last.

But before I turn you loose, there's one thing more I've gotta mention and you'd better stay with me if you don't want me to sulk.

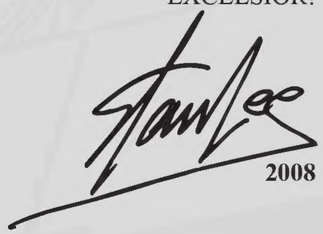
First of all, a comic book story is more than a story. It's a combination of script and illustration. While I must admit that I'm possibly the biggest fan of my own stories, I must also admit that they'd be nothing more than a series of lifeless words without the magnificent artwork that accompanies them. Pencilers like John Romita and Gil Kane are the ones who bring the characters to life, who provide the eye candy that makes you want to read each panel and turn each page. I cannot compliment those two tremendously talented artists enough for making these Spider-Man tales virtual classics from the moment they went on sale.

But there's more. After drawing each panel in pencil, they next have to be rendered in ink and, as you probably know, a great inker can bring out the very best in any penciler's artwork while a mediocre inker can actually detract from the quality of the penciled art. Marvel has always been lucky enough to have the most skillful inkers of all. That's why it's only fitting that they receive the credit that's due to them on this very page so that their names will be enshrined in the list of Marvel Masterworkers for all time to come.

Of course I'm referring to such truly great inkers as Jolly Jim Mooney, Super Sal Buscema and Fearless Frank Giacoia. Each of them are fabulous pencilers in their own right, but they were always willing to lend a hand with the inking chores when needed.

And I also wanna compliment *you*! After all, you've had the good taste and judgment to obtain this bountiful book, besides having the patience and politeness to wend your way through my seemingly endless torrent of introductory idioms when the really good stuff is on the pages ahead. So I won't delay you another minute. It was great talkin' to you, but now—on to the good stuff!

EXCELSIOR!



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SPIDER-MAN

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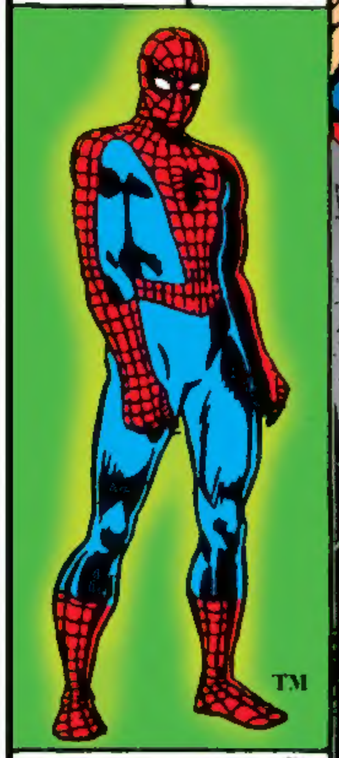


MARVEL COMICS GROUP

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

NO MATTER WHAT I *DO*... THERE'S NO WAY TO *STOP* THE *LIVING TENTACLES!*

SEE: THE RAMPAGING RETURN OF SPIDEY'S DEADLIEST FOE!

THE *ARMS* OF DOCTOR OCTOPUS!

THE AMAZING SPIDER-MAN!™

THE ARMS OF DOCTOR OCTOPUS!

LET'S VISIT NEW YORK'S FAMOUS *MUSEUM OF NATURAL SCIENCE*, WHERE ITS MOST SENSATIONAL EXHIBIT IS NOW ON DISPLAY---

EVEN THOUGH *DR. OCTOPUS* IS NOW IN THE *PENITENTIARY*, MANY MILES FROM HERE--- HIS AMAZING MECHANICAL *ARMS* ARE STILL CONSIDERED POTENTIALLY *DANGEROUS!*

ACTUAL ARMS OF

SCRIPT: STAN LEE | ART: JOHN ROMITA | INKING: JIM MOONEY | LETTERING: SAM ROSEN

AS YOU KNOW, DUE TO A STRANGE *ATOMIC ACCIDENT* MANY YEARS AGO, *DOC OCK* GAINED A DEADLY *MENTAL CONTROL* OF HIS SUPER-POWERFUL *ARMS!*

THAT IS WHY HE IS IMPRISONED FAR *AWAY* FROM HERE-- BEYOND THE *RANGE* OF THAT CONTROL!

BUT, EVEN AS THE LECTURER HOLDS HIS AUDIENCE SPELLBOUND, SILENT, UNSEEN *VIBRATIONS* TRAVEL OUTWARD FROM A LONELY MIDWEST *PRISON*...

I'VE GOT TO MAKE A GREATER *EFFORT* THAN I'VE EVER MADE BEFORE!

ALL THESE ENDLESS *MONTHS*, HERE IN SOLITARY, I'VE PRACTICED, PRACTICED, *PRACTICED*-- TO INCREASE THE *RANGE* OF MY MENTAL CONTROL--

AND NOW, AT LAST-- THE TIME HAS *COME!*

HE'S BEEN SITTING THAT WAY FOR OVER AN *HOUR!* WHAT DO YOU *MAKE* OF IT?

WHO CARES? I GOT MY *OWN* PROBLEMS!

AS LONG AS THOSE *ARMS* OF HIS ARE STILL IN *NEW YORK*, WHY WORRY?

WHY WORRY? HOW'S *THIS* FOR OPENERS--?

SOMETHING'S *HAPPENING!* THE ARMS-- THEY-- THEY'RE *MOVING!*

LOOK OUT! THEY'RE STARTING TO *BREAK AWAY!*

RUN! TAKE COVER! GET OUT OF THE *BUILDING!*

THOK!

THE *ARMS*-- THEY'RE MOVING BY *THEMSELVES!*

IT'S LIKE-- THEY'RE TRYING TO *FLEE* THE BUILDING!

THEY WON'T LET ANYTHING-- *ANY-THING*.. STAND IN THEIR WAY!

ZOK!

BIAM!

SPLAAANG!

IT'S *USELESS!* NOTHING CAN *STOP* THEM! BULLETS JUST KEEP *BOUNCING* OFF!

KRAK!

KRAK!

BUT THEN, SUDDENLY, (AS IF YOU WEREN'T *EXPECTING* HIM!) ALONG COMES *SPIDEY..!*

MY *SPIDER SENSE*.. IT'S GONNA BLOW A *GASKET!*

THERE'S *TROUBLE* BELOW-- *BIG* TROUBLE!

DOC OCK'S *ARMS!*

IT'S *WORSE* THAN I THOUGHT!

OCK MUST BE *GUIDING* THEM-- FROM SOMEWHERE!

IF I CAN JUST *IMMOBILIZE* THEM--

--BEFORE ANYONE GETS *HURT!*

NO USE! THEY'RE TOO *STRONG!*

MY WEBBING CAN'T *HOLD* THEM!

SNAP!

THWIP!

BUT-- I THOUGHT HE WAS STILL IN *JAIL!*

HE'S MAKING THEM *PROTECT* THEMSELVES!

THEY'LL *ATTACK* ANYONE WHO TRIES TO *STOP* THEM!

THOP!

FLAK!

AND IT LOOKS LIKE *I'M* THAT SOMEONE!

BROK!

BUT THEY'RE TOO *SLOW*.. TOO *SLUGGISH*.. WHICH MEANS THAT *OCK* MUST STILL BE *FAR AWAY!*

..'CAUSE IF HE WERE *CLOSER*.. IF HE WERE *WATCHING* THIS---

.. I'D *NEVER* BE ABLE TO *OUT-MANEUVER* HIS TENTACLES SO QUICKLY!

BUT EVEN *WITHOUT* HIM, IT'S AN *UPHILL* FIGHT!

LOOK HOW THEY'RE *UN-TANGLING* THEMSELVES!

THEY'RE *BATTERING* THE BUILDING ACROSS THE WAY!

IF THE *OVERHANG* FALLS, IT'LL *CRUSH* THE CROWD BELOW!

BOM!

OCK'S POWER IS *GREATER* THAN ANYONE EVER *SUSPECTED!*

FOR *THEIR* SAKE.. I HOPE THAT *MINE* CAN MATCH IT!

THWIPP!

RUN, DOWN THERE! RUN, DO YOU HEAR? MY WEBBING CAN'T HOLD THE CONCRETE MUCH LONGER!

THE ARMS.. THEY'RE RACING AWAY!

BUT I CAN'T GO AFTER THEM.. NOT TILL THE STREET IS CLEARED!

Acme AIR CONDITIONING REFRIGERATION

FINALLY...

I THOUGHT THE RESCUE SQUAD WOULD NEVER GET HERE!

BUT WHAT DO I DO NOW? THE ARMS HAVE VANISHED!

HOURS LATER...

THE CITY'S TOO BIG.. THE ARMS HAD TOO MUCH OF A HEAD START.. THEY COULD BE ANY-WHERE!

MIGHT AS WELL HEAD HOME!

ALL I CAN DO IS HOPE THAT THE POLICE WILL MANAGE TO KEEP OCK AND HIS ARMS MILES APART!

..'CAUSE IF THEY EVER COME TOGETHER.. FORGET IT!

MEANTIME, PETER PARKER BETTER GET WITH HIS STUDYING!

MY AVERAGES ARE NOTHING TO BRAG ABOUT LATELY!

AND, AS THE LONG, LONELY HOURS TICK ON, AND THE FIRST FLICKERING FINGERS OF *DAWN* FAINTLY APPEAR---

CAN'T-- KEEP MY *EYES* OPEN-- ANY LONGER---

THEN, THE NEXT MORNING---

JUST WHAT I'VE BEEN *EXPECTING!* A NOTE ON THE BULLETIN BOARD-- FOR ME TO SEE *PROFESSOR WARREN!*

MORNIN'! MAN! NICE TO HAVE YOU *WITH* US AGAIN!

HI, GWEN HONEY! HOW'S MY *DYNA-MITE BLONDE* THIS A.M.-?

COME A LITTLE *CLOSER* AND FIND OUT!

HEY, LOVE O' MY LIFE -- WE'RE STILL IN *SCHOOL!*

SURE, SWEETIE -- BUT I WANT YOU TO KNOW WHAT YOU'RE *MISSING!*

I'LL *LOOK* FOR YOU AFTER CLASS, MR. PARKER!

I'LL BE EASY TO *FIND,* GWENDY! I'M THE CAT WITH HIS *HEART* ON HIS SLEEVE!

MIGHT AS WELL GET *THIS* OVER WITH NOW --

COME *IN,* PARKER! I'VE BEEN *WANT-ING* TO SEE YOU!

AND I CAN BET IT'S NOT TO JOIN MY *FAN CLUB!*

I KNOW I DON'T HAVE TO *REMIND* YOU THAT YOU'RE ATTENDING STATE U. ON A *SCHOLARSHIP,* SON--

AND YOUR *GRADES* HAVE BEEN SLIPPING DANGEROUSLY *LOW* LATELY!

MY HUNCH WAS *RIGHT!*

I'M AWARE OF YOUR *ABILITY,* PARKER! YOU TAKE TO *SCIENCE* LIKE BUTTER TAKES TO BREAD!

BUT NOT EVEN *YOU* CAN KEEP YOUR GRADES UP WHEN YOU'RE *ABSENT* MORE THAN YOU'RE *HERE!*

AND DON'T I *KNOW* IT!

SO I THOUGHT A WORD TO THE WISE MIGHT BE *SUFFICIENT!*

NOW THAT THAT'S OVER, LEVEL WITH ME, SON!

ARE THERE ANY PERSONAL PROBLEMS BUGGING YOU? ANYTHING I CAN HELP WITH?

NO, SIR! NOTHING I CAN--TALK ABOUT!

OF COURSE, I COULD HAVE SAID--" WELL, THERE'S THIS BUSINESS OF ME BEING SPIDER-MAN, FOR INSTANCE!"

A PENNY FOR YOUR THOUGHTS, MOROSE ONE!

UH UH! YOU'D BE SHORT-CHANGED, GWENDY!

KEEP YOUR CITY CLEAN

WARREN TOLD ME I'VE BEEN ABSENT TOO MUCH! MY GRADES ARE FROM HUNGER!

THEN I'LL JUST HAVE TO COACH YOU! THAT SHOULDN'T BE HARD TO TAKE!

BUT ALAS, THERE ARE OTHER, MORE PERILOUS PROBLEMS ON THE HORIZON! SUCH AS---

THIK

THAK

THIK

THIK

BUH-KOOM!

LOOK! COMING THRU THE WALL--!

SECONDS LATER---

IT'S OCK!! HE JUST MADE A BREAK!

IT'S THOSE ARMS OF HIS! THEY BROKE IN! HE'S GOT 'EM AGAIN!

I DID IT! I PROVED THAT DISTANCE CAN NO LONGER KEEP DR. OCTAVIUS FROM BECOMING DOCTOR OCTOPUS AT WILL!

AND NOW-- THEY'LL NEVER BE ABLE TO HOLD ME AGAIN!

NOT LONG AFTERWARD, A GIANT 747 PREPARES FOR TAKEOFF AT CHICAGO'S *O'HARE AIRPORT*---

SO *THIS* IS THE PLANE THAT'S FLYING *GENERAL SU* TO THE *U.N.!*

I *KNEW* I COULD COUNT ON YOU TO GET ME A *SEAT!*

IT WASN'T *EASY*, DAD! THIS IS HIGHLY *DELICATE* AND IMPORTANT MISSION!

THE *PENTAGON* WANTS TO BE CERTAIN THERE ARE NO *INCIDENTS!*

EVEN THOUGH I WAS ABLE TO BOOK *PASSAGE* FOR YOU, I'M AFRAID AN *INTERVIEW* WILL BE OUT OF THE QUESTION!

IT *WILL*, HUH?

WELL, WE'LL *SEE* ABOUT THAT! IT'S MY *DUTY* TO KEEP THE AMERICAN PUBLIC *INFORMED*, BLAST IT!

-- AND BESIDES, THE *BUGLE*'LL MAKE A *FORTUNE* IF I CAN GET AN *EXCLUSIVE* ON THIS!

DAD, THIS IS *MORE* IMPORTANT THAN MAKING *MONEY!*

NOTHING'S MORE IMPORTANT THAN MAKING MONEY, BOY! *REMEMBER* THAT!

HAVE IT *YOUR* WAY.. BUT THAT *GUARD* IS THERE TO MAKE SURE NO ONE DISTURBS THE *GENERAL*---

AND THAT MEANS *NO ONE!*

WHILE, *INSIDE* THE SPACIOUS, SPECIALLY-CONSTRUCTED CABIN---

GENERAL, THE UNITED STATES WILL TAKE EVERY *PRECAUTION* TO GUARANTEE THE SUCCESS OF YOUR MISSION!

AH, SO! THERE ARE THOSE WHO WOULD WISH US *HARM!*

WE MUST NOT RELAX OUR *VIGILANCE!*

BUT, SECONDS LATER-- AS THE GIANT JET SOARS SKYWARD---

SINCE DR. OCTOPUS IS HEADING EAST, HE MIGHT AS WELL TAKE THE BIGGEST PLANE OF ALL!

I'LL PRY OPEN THE LUGGAGE RAMP BEFORE WE GAIN ALTITUDE---

THEN, I'LL MAKE MY WAY TO THE HEART OF THE PLANE!

I'VE NO INTENTION OF FLYING IN THE BAGGAGE COMPARTMENT!

NOBODY MOVE!

I'M TAKING OVER NOW!

QUICK! LEAD ME TO THE PILOT'S CABIN!

I-- CAN'T MOVE! -- CAN HARDLY BREATHE!

IT'S DR. OCTOPUS! HE TORE THAT STEEL WALL APART LIKE IT WAS PAPER!

HE'S TRYING TO HIJACK THE PLANE!

NOT TRYING, YOU FOOL! I'M DOING IT!

GIVE ME THAT GUN! YOU WOULDN'T DARE FIRE IT IN THIS PRESSURIZED CABIN ANYWAY!

BUT I AM NOT SO CONCERNED WITH HUMAN SAFETY!

SO STAND BACK! DEFY ME, AND YOU DIE!

HEY! WHAT--??

IT'S DR. OCTOPUS! DON'T DO ANYTHING TO ANGER HIM!

MEET YOUR NEW CO-PILOT! THIS WILL BE MY COMMAND POST UNTIL WE LAND!

I'LL RADIO AHEAD, AND-- UNHHH!

YOU'LL DO WHAT I TELL YOU-- AND NOTHING ELSE!

EASY, YOU GUYS--

--CAN'T LET ANYTHING HAPPEN WITH GENERAL SU ABOARD!

GENERAL SU-- ON THIS PLANE?

WELL, WELL! THAT'S A BETTER BREAK THAN I BARGAINED FOR!

THE STATE DEPARTMENT WILL PAY ANYTHING TO KEEP HIM FROM HARM!

AND I'M THE ONE WHO'LL SET THE PRICE!

YOU! FETCH THE GENERAL! BRING HIM HERE TO ME-- AND I MEAN NOW!

MEANWHILE, I'LL JUST SIT HERE AND MAKE SURE NOBODY CAUSES ANY TROUBLE!

AFTER ALL, WE WOULDN'T WANT TO EMBARRASS THE GOVERNMENT NOW, WOULD WE?

HEY! I THOUGHT I GAVE YOU AN ORDER!

I-- I'M GOING! RIGHT NOW!

SECONDS LATER---

DOC OCK? ON BOARD THIS PLANE? YOU CAN'T BE SERIOUS, MAN!

I'M AFRAID IT'S TRUE, SIR! AND HE WANTS GENERAL SU!

MP

DAD! DID YOU HEAR THAT?

I HEARD! I HEARD!

MR. AMBASSADOR, I'VE RUN INTO OCK BEFORE!* HE'S ONE OF THE DEADLIEST MEN ALIVE!

FOR THE SAFETY OF GENERAL SU... AND THE REST OF THE PASSENGERS AND CREW-- WE HAVE TO PLAY ALONG WITH HIM!

OUR ONLY HOPE IS TO TRAP HIM WHEN WE LAND!

I SUPPOSE YOU'RE RIGHT, COLONEL!

--BUT IT'S A HARD PILL TO SWALLOW!

*WOULDJA BELIEVE ISSUE #56 OR SO? --- STAN.

GENERAL SU! YOU MUSTN'T BE ALARMED, BUT I HAVE SOME DISQUIETING NEWS...

INDEED! WE COULD NOT HELP BUT OVERHEAR!

IF ANY HARM BEFALLS THE GENERAL--

BE SILENT, FONG!

I AM READY, GENTLEMEN!

12

I SWEAR TO YOU, CAPTAIN FONG, THIS IS AS GREAT A SHOCK TO US AS--

THE SO-MIGHTY UNITED STATES, TAUNTED BY A COMMON CRIMINAL!

I HEARD THAT, COLONEL! HOW ABOUT TELLING HIM THAT I MAY BE A CRIMINAL, BUT THERE'S NOTHING COMMON ABOUT OL' DOC OCK!

GIVE IT UP, MISTER! YOU CAN'T TAKE ON THE WHOLE GOVERNMENT AND GET AWAY WITH IT!

THAT SO, SOLDIER? I DON'T NOTICE ANYONE STOPPING ME!

MP

WHEN THE WISE MAN CANNOT ACT, HE WAITS --AND BIDES HIS TIME!

13.

NOW DO AS I *SAY* AND NO ONE WILL BE HURT-- *YET!*

RADIO AHEAD AND TELL THEM AT *KENNEDY* NOT TO RUSH THE PLANE WHEN IT LANDS!

DOC OCK ISN'T IN THE MOOD FOR *CROWDS!*

BUT I'LL BE EXPECTING *TEN MILLION DOLLARS*-- IN COLD *CASH!*

IT'LL BE MY *BONUS*--- FOR PROTECTING THE *GENERAL!*

AND IF I *DON'T* GET THE MONEY, NOBODY LEAVES THE PLANE *ALIVE!*

DAILY BUGLE

NUTS! JAMESON ISN'T *IN!* JUST WHEN I COULD USE SOME *DOUGH!*

HE'S COMING IN ON A *747*, PETER!

MISS BRANT GET ME A *CAB* --ON THE DOUBLE!

THE *NEWS* JUST CAME OVER THE WIRE-- *DR. OCTOPUS* HAS TAKEN OVER THE PLANE WITH *GENERAL SU* ABOARD! HE'S DEMANDING *TEN MILLION DOLLARS*-- OR ELSE!

ISN'T *JAMESON* ON THAT PLANE, ALSO?

YOU *KNOW* IT! GRAB A *CAMERA* AND LET'S *GO!*

IF ANY *HARM* COMES TO SU, IT COULD TRIGGER OFF A MAJOR NEW *WAR!*

THEN YOU THINK THEY'LL JUST *PAY* OCK THE MONEY HE WANTS?

DAILY BUGLE

DON'T KNOW *WHAT* TO THINK, SON!

IN A SITUATION LIKE THIS, *ANY-THING* CAN HAPPEN!

AND IT PROBABLY *WILL!*

CAPTAIN STACY! MIGHT'A KNOWN YOU'D BE HERE! WHAT'S THE LATEST, GEORGE?

THE PLANE'S DUE TO LAND IN FIVE MINUTES, ROB!

..WITH OCK STILL IN CONTROL!

AND TO MAKE THINGS WORSE, THE AIRPORT IS JAMMED WITH MILITANT DEMONSTRATORS!

YEAH, I HEARD! WHAT ARE THEY DEMONSTRATING ABOUT?

THE USUAL.. SOME IN FAVOR OF GENERAL SU.. THE OTHERS DEAD SET AGAINST HIM!

THERE'S THE PLANE NOW!

I HOPE THE DEMONSTRATORS DON'T TRY TO RUSH IT ON THE FIELD!

THE POLICE WILL HAVE THEIR HANDS FULL ON A DAY LIKE THIS!

SU MUST GO!

PHEW ON SU

SU IS THRU!

SU

WHO NEEDS SU?

DON'T GIVE OCK THE DOUGH! SU MUST GO!

ONE TWO! ONE TWO! WHO NEEDS SU? WHO NEEDS SU?

SCRAM SU!

SU.. WHO NEEDS YU?

PHEW ON SU!

THE WHOLE PLACE IS LIKE A POWDER KEG-- WAITING TO EXPLODE!

I CAN'T JUST STAND AROUND, WORRYING ABOUT SOME SNAPSHOTS!

BUT.. WHAT DO I DO?

THIS IS IT! THEY'RE FINALLY BRINGING HER DOWN!

I WONDER IF OCK WILL GET HIS MONEY?

WITH SU ABOARD, WHAT OTHER CHOICE IS THERE?

ATTENTION! ATTENTION! ALL PERSONNEL ARE ORDERED **NOT** TO APPROACH PLANE! KEEP THE FIELD CLEARED!

DR. OCTOPUS HAS THREATENED THE LIVES OF THOSE ABOARD IF THIS ORDER IS NOT CARRIED OUT!

THIS IS *TERRIBLE!* HOW LONG WILL WE HAVE TO *STAY* HERE?

WE CAN'T *SAY,* SIR! EVERY-BODY PLEASE RETURN TO YOUR *SEATS!*

OCK IS A *MADMAN*-- WITH UNIMAGINABLE *POWER!*

THE RISKS ARE TOO *GREAT!* WE DARE NOT *DEFY* HIM!

WASHING-TON SAYS TAKE NO *CHANCES!*

THOSE *PROTESTERS* ARE TRYING TO RUSH THE *FIELD!* IF SOMETHING ISN'T *DONE* SOON, THERE'LL BE A *DISASTER!*

NOW'S MY CHANCE TO SNEAK *AWAY!*

NO ONE IN THAT CROWD CAN REALIZE HOW *DANGEROUS* OCK REALLY IS!

NO ONE HAS EVER *FOUGHT* HIM-- LIKE *I* HAVE!

I HOPED I'D NEVER *HAVE* TO DO IT AGAIN!

MOST OF THE PROTESTERS DON'T WANT US TO PAY THE *RANSOM!*

BUT, IF WE *DON'T*--!!

DON'T *PAY* TO FREE THE *WAR-MONGER!*

IF THEY BREAK THRU THE POLICE LINES, *ANYTHING* CAN HAPPEN!

I'VE GOT TO MOVE *QUICKLY!* BUT-- HOW DO I GET CLOSE TO THE *PLANE?*

HOLD BACK THE CROWDS!! KEEP EVERYONE AWAY!

I'VE NOTHING TO LOSE! DEFY ME-- AND EVERY-ONE DIES!

THERE'S ONLY ONE CHANCE --IF MY WEBBING WILL MAKE IT!

LUCKY THERE'S A STRONG WIND AT MY BACK--!

THWIP!!

THWIP!

THWOK!

I DID IT!

AS LONG AS OCK'S EYES ARE GLUED ON THE CROWD BELOW, HE MAY NOT NOTICE ME UP HERE!

OKAY! SO FAR SO GOOD---

-- BUT I'M STILL A LONG WAY FROM TOUCHDOWN!

MY SPIDER-SENSE IS STARTING TO TINGLE!

THAT MEANS HE'S JUST BENEATH ME!

IF *EVER* I NEEDED MY SUPER *STRENGTH*--

--I NEED IT *NOW!*

GET TO THE *RADIO* AGAIN! TELL THEM THEIR TIME'S NEARLY *UP!*

IF I DON'T GET MY *MONEY*, NO ONE LEAVES HERE *ALIVE!*

HE'S *FACING* ME!

PERFECT! NOW-- BEFORE HE *MOVES*--!

THWIP!

MY *EYES!* I-- CAN'T *SEE!*

WHAT *HAPPENED?* WHO CLOUDED MY *GLASSES??*

HE'S *FLOUNDERING!* SOMETHING CAUGHT HIM *OFF-BALANCE!*

HE'S LOOSENING HIS *GRIP! RUN*-- GET *AWAY!*

EVERYONE *OUT* OUT OF SHIP-- *MOVE!* I'*LL* TEND TO *OCTOPUS!*

SPIDER-MAN!

I'D KNOW THAT ACCURSED VOICE *ANYWHERE!*

HE'S LASH-ING OUT WITH HIS *TENTACLES!*

HAVE TO *DODGE* THEM-- *SOMEHOW!*

FOOL! I DON'T *NEED* MY EYES!

THOK!

QUICK! EVERYONE OUT THIS WAY!

AMERICA! WHY MUST IT BE-- SUCH A VIOLENT SOCIETY?

PERHAPS IT'S NO MORE VIOLENT THAN ANY OTHER, GENERAL!

BUT, SINCE WE ARE FREE.. NOTHING IS HIDDEN!

THE IMPORTANT THING IS-- WE CARE --AND WE TRY!

AND, SPEAKING OF TRYING---

EVEN WITHOUT HIS GLASSES, HE CAN KEEP ME AT BAY!

AND-- HIS TENTACLES ARE WEAKEN-ING ME!

THEY NEVER TIRE--

BOK!

THEY-- NEVER FEEL-- PAIN!

BUT, AT LEAST-- I'VE GIVEN THE OTHERS-- A CHANCE TO ESCAPE!

YOU'VE RUINED EVERY-THING!

YOU COST ME TEN MILLION DOLLARS!

THE HOSTAGES ARE SAFE! WE CAN CLOSE IN NOW!

ZRAK!

SKATCH!

TWO OF HIS TENTACLES ARE CAUGHT IN THE FUSILAGE!

IF I CAN JUST IMMOBILIZE THE OTHERS!

OH NO! HE-- HE'S REACHING FOR THE CONTROLS!

WHAT CAN HE BE AFTER?

CLIK!

CLAK!

WE'RE *MOVING!* HE'S TAXIING DOWN THE *FIELD!*

HE KNOWS THE *LAW* IS CLOSING IN-- HE HASN'T A *CHANCE!*

SO HE'S TRYING TO *ESCAPE*-- BY *FLYING* TO SAFETY!

BUT, NO MATTER *HOW* INSANELY BRILLIANT A *SCIENTIST* HE MAY BE--

--*NOBODY* CAN PILOT A SHIP LIKE *THAT* WITHOUT TRAINING-- WITHOUT PERFECT *VISION!*

SECONDS LATER, AS IF TO LEND *EMPHASIS* TO SPIDEY'S WORDS -- NO SOONER DOES THE GREAT SHIP REACH THE FAR END OF THE *RUNWAY,* WHEN---

THE *BIGGEST* CRIME STORY OF THE YEAR-- THE *END OF DOC OCK*--

IT WAS *IMPOSSIBLE!* NOBODY COULD CROSS THE *FIELD!*

AND *NO ONE* GOT CLOSE ENOUGH TO TAKE *ONE* PICTURE OF HOW IT *HAPPENED!*

WHAT ABOUT *PARKER?* WHY DIDN'T HE FOLLOW *SPIDER-MAN?*

BE *REASONABLE,* JJ! THE KID CAN'T DO THE *IMPOSSIBLE!*

PARKER! BAH! ANY KID WHO'D *CHICKEN-OUT* AT THE FIRST SIGN OF TROUBLE--!

ONE NAGGING THOUGHT KEEPS *PLAGUING* ME--

CAN I BE *SURE* THAT DOC OCK IS *DEAD?*

NEXT

TO LIVE AGAIN!

SPIDER-MAN

15¢ CC

89 OCT

MARVEL COMICS GROUP

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

TM

DOC OCK LIVES!

ROMITA

THE MOST SPINE-CHILLING BATTLE OF THE MONTH!

THE AMAZING SPIDER-MAN!

DOC OCK LIVES!

IT'S *STILL* HARD TO BELIEVE THAT *DR. OCTOPUS* IS REALLY *DEAD*-- BUT I *SAW* THE PLANE CRASH WITH MY OWN EYES! *

AND, *STRONG* AS HE IS, NOT EVEN *HE* COULD SURVIVE A CATASTROPHE LIKE *THAT!*

*-- AND *WE* ALSO SAW IT HAPPEN IN LAST MONTH'S *SPIDER-MAN*-- RIGHT? RIGHT! --SPECIFIC STAN

STORY: STAN LEE
PENCILLING: GIL KANE
INKING: JOHN ROMITA
LETTERING: SAM ROSEN

SO, I MIGHT AS WELL *ACCEPT* IT--

OCK IS *KAPUT*-- AND I'M NOT SHEDDING ANY *TEARS* OVER HIM!

AND NOW, IF THE COAST IS *CLEAR*--

IT'S TIME TO WIGGLE OUT OF MY LITTLE SPIDEY *PLAYSUIT*---

-- AND MAKE THE SCENE AS *PETER PARKER*, FALL GUY OF THE WESTERN WORLD!

THERE'S *ONE* THING BUGGING ME, THOUGH--

THINGS HAPPENED SO *FAST*, I NEVER GOT A CHANCE TO SNAP ANY *PHOTOS* OF MY SIX-ARMED SPARRING PARTNER!

BUT I WONDER IF ANY *OTHER* SHUTTERBUGS GOT-- *HEY!*

DAILY BUGLE

DR. OCTOPUS KILLED IN AIRPORT CRASH

THIS I'VE GOTTA SEE!

UH OH! THIS DOESN'T MAKE *SENSE!*

BUGLE

KILLED CRASH!

IT SAYS *NO TRACE* OF OCK WAS FOUND IN THE WRECKAGE!

BUT, THAT CAN'T *BE!*

NO EXPLOSION COULD HAVE DESTROYED OCK'S *STEEL TENTACLES!*

SOMEONE SHOULD HAVE FOUND THEM, *UNLESS...*

-- UNLESS HE'S STILL *ALIVE*-- AND HE GOT *AWAY!*

HEY, *PETE!* WAIT *UP* A SECOND, MAN!

IT'S *RANDY ROBERTSON!*

YOU'RE JUST THE CAT I WANNA *SEE!*

TONIGHT'S OUR BIG *PROTEST MEETING* AGAINST AIR POLLUTION!

DON'T FORGET TO *BE* THERE, HEAR?

SORRY, RANDY! COUNT ME *OUT!*

I'VE GOTTA FIND OUT ABOUT *DOC OCK!*

LOOK, PARKER-- *EVERYONE'S* GONNA BE THERE! WE'RE EVEN EXPECTING *RALPH NADER!*

YOU CAN'T BLAME IT ON A *DATE*--

--'CAUSE YOUR CHICK *GWEN* IS COMIN', TOO!

BUT MAYBE WHAT THEY *SAY* ABOUT YOU IS *TRUE*--

MAYBE YOU DON'T GIVE A HOOT ABOUT *ANYTHING*--- 'CEPTIN' *PETER PARKER!*

NUTS! MAYBE I'M GONNA RISK MY *LIFE* TACKLING *DR. OCTOPUS* AGAIN!

BUT HOW CAN I *TELL* THAT TO ANYONE *ELSE?*

I'M AS ANXIOUS TO FIGHT AIR POLLUTION AS *ANYONE*--

BUT IF OCK'S STILL *ALIVE*, HE HAS TO COME *FIRST!*

HE COULD BE *ANYWHERE*--- WAITING TO STRIKE AT *ANY* TIME!

SO! THEY THINK ME *DEAD*, DO THEY?

THAT'S JUST THE WAY I *WANT* IT!

THEY MUSTN'T *EXPECT* MY NEXT *ATTACK!*

AND, MOST OF ALL, *SPIDER-MAN* MUSTN'T EXPECT IT!

HE'S INTERFERED WITH MY PLANS FOR THE *FINAL* TIME!

BUT HE'LL INTERFERE WITH ME *NO LONGER!*

I KNOW THAT HE'S HIDDEN *SOMEWHERE* IN THIS CITY--

AND SOONER OR LATER I'LL *FIND* HIM-- AND *CRUSH* HIM-- *FOREVER!*

AND, SPEAKING OF OUR LITTLE-*WALL-CRAWLER*..

SO FAR, SO GOOD!

I MADE IT TO THE *ROOF* UNSEEN!

IF ONLY THE *REST* OF MY JOB COULD BE SO *EASY!*

BUT, EASY OR *NOT*, I CAN'T BACK *DOWN!*

IF OCK STILL *LIVES*, NO ONE IS SAFE UNTIL I *FIND* HIM---

AND EVEN THEN, *FINDING* HIM IS ONLY THE *BEGINNING!*

I'LL HAVE TO *DEFEAT* THE *DEADLIEST KILLER* I'VE EVER FACED!

AND IF I *FAIL*, THERE'LL BE *NO* SECOND CHANCE!

SO START SEARCHING, SPIDEY!

IT SHOULDN'T BE TOO HARD-- I'VE ONLY GOT A CITY OF EIGHT MILLION PEOPLE HE COULD BE HIDING AMONG!

NA NA NA

WHERE DO I LOOK? WHERE CAN HE BE?

WHERE?

WHERE?

WHERE?

WHERE?

WHERE?

WHERE?

WHERE?

WHERE?

WHERE?

I'VE BEEN SWINGING AROUND FOR OVER AN *HOUR!*

IF HE'S *INDOORS,* I'M OUT OF LUCK!

I CAN'T CHECK OUT EACH *APART-MENT!*

I'M PASSING THE *DAILY BUGLE* NOW!-

BUT HE WOULDN'T BE IN *THERE!*

OL' *JAMESON'S* TOO *CHEAP* TO LEAVE ANYTHING AROUND WORTH *TAKING!*

OUTSIDE THE WINDOW --*SPIDER-MAN!*

ROBBIE! GET *IN* HERE!

LOCK THE *DOORS!* LOCK THE *WINDOWS!* CALL THE *COPS!*

WE'RE UNDER *ATTACK!*

OKAY, JJ.. *SPILL* IT! WHAT'S THE *GAG?*

GAG?!! IT'S NO GAG! LOOK!

BUT THERE'S NOTHING *THERE* -- EXCEPT *SPIDER-MAN!*

I *THOUGHT* I HEARD SOMEONE *BELLOWING* BACK THERE--

WE'LL NEVER NEED *AIR-RAID SIRENS* WITH *JOLLY JONAH* IN TOWN!

STILL NO SIGN OF *OCK!*

MAYBE HE MADE IT ACROSS THE *RIVER*-- HIDING IN *NEW JERSEY!*

NUTS! HE COULD BE *ANY-WHERE!*

WHAT'S *WITH* YOU, ROBBIE-- AFRAID TO GET *INVOLVED?*

YOU JUST GONNA LET THAT MASKED MENACE *STAND* THERE?

COOL IT, MISTER!

HE'S NOT HURTING ANYONE *HALF* AS MUCH AS ALL THAT *POLLUTION* UP THERE!

EVERY-ONE'S INTO POLLU-TION--

--BUT *HE'S* MY *OWN* SPECIAL HATE!

WAIT A MINUTE!

WHAT'S THAT-- SLITHERING UP A SMOKESTACK?

IT'S HIM! BUT-- HE'S STARTING TO WRECK THE CITY'S MAIN POWER PLANT!

HE MUST WANT ME TO FIND HIM!

HE DIDN'T EVEN BOTHER TO WAIT UNTIL NIGHTFALL!

HE'S SO SURE OF HIMSELF-- AND THOSE DEADLY METAL ARMS OF HIS-- THAT NOTHING CAN SCARE HIM!

AND, THE THING THAT BUGS ME IS--

HE'S GOT EVERY RIGHT TO FEEL CONFIDENT!

HE DOESN'T HAVE TO WAIT FOR THE DARK-- 'CAUSE IF HE SMASHES THAT PLANT--

HE'LL BLACK OUT THE WHOLE CITY!

HEY! I JUST REALIZED--

THIS LITTLE *ENDEAVOR* OF MINE WILL SERVE A *TWOFOLD* PURPOSE --

ONE, IT WILL PUT MOST OF THE *CITY* AT MY MERCY--

AND *TWO*, IT IS CERTAIN TO ATTRACT THE ATTENTION OF *SPIDER-MAN!*

THROK!

BTHM!

AND, WHEN HE *APPEARS* UPON THE SCENE---

--I WILL FINALLY *DESTROY* HIM!

BUT, A SPLIT-SECOND *LATER*--

OKAY, SNAKE-ARMS-- YOU'VE *HAD* IT!

YOU!

WOW! I NEVER THOUGHT THAT OCK COULD *MOVE* SO FAST!

HIS *TENTACLES* STOPPED HIS FALL--

AND NOW HE'S COMING *AFTER* ME!

DON'T GO AWAY *MAD*, WEB-SLINGER--

I'M NOT YET *THRU* WITH YOU!

GLAD TO *HEAR* IT, CHUCKLES--

A FELLA *HATES* TO FEEL *UN-WANTED!*

WHEW! IF I'D DUCKED A SPLIT-SECOND *LATER*--

--THE ONLY *WALL-CRAWLERS* LEFT IN TOWN WOULD HAVE BEEN THE *ROACHES!*

BRAK-KOW!

OH BROTHER! HE'S NOT WASTING A MINUTE!

THIS TIME HE'S OUT FOR THE KILL!

HAPPY LANDINGS, SPIDER-MAN!

IF YOU SURVIVE THAT FALL-- I'LL GET YOU WHEN YOU BOUNCE!

WIP!

THWIP!

NOW IT'S MY TURN TO MOVE FASTER THAN HE EXPECTS--

EVERYTHING DEPENDS ON TAKING HIM BY SURPRISE!

THOP!

THUP!

AND WITH AN OLD PRO LIKE OCTOPUS-- IT'LL TAKE SOME DOING!

BUT THEN, I'M NOT EXACTLY AN AMATEUR MYSELF!

EASY, SPIDEY! EASY, BOY!

FZIK

BEHIND ME! WHA--?!!

A WEB-BALL-- COMING AT--

UNNHH!

I THOUGHT YOU'D FALL FOR THAT, CHUBBINS!

NUTS! EVEN WHEN HE'S OFF-BALANCE LIKE THAT---

YOU'VE BEATEN ME IN THE PAST--

BUT I NEVER MAKE THE SAME MISTAKE TWICE!

-- HE CAN STILL BLOCK MY ATTACK WITH HIS BETTER-THAN-HUMAN ARMS!

I CAN PARRY ANY MOVE YOU MAKE, THIS TIME!

HIS TENTACLES ARE TOO DANGEROUS!

HAVE TO GET AWAY FROM THEM!

IT'S NO GOOD! THEY'RE CIRCLING AROUND TO GET ME!

BUT-- AS SOON AS THEY COME CLOSER---

-- I'LL WEB THEM TOGETHER-- LIKE THIS!

THWIP!

NOW-- BEFORE HE CAN PRY THEM APART--

THROK!

TAKE IT EASY, OCK!

CHIMNEYS ARE HARD TO COME BY, THESE DAYS!

ONE MAN ALONE-- WITH NOTHING BUT A LITTLE WEBBING AS A WEAPON--

HE'S NO MATCH FOR THE ARMS OF DR. OCTOPUS!

I'VE GOT TO BEAT HIM THIS TIME!

AND I WILL! I WILL! I WILL!

OH NO! I FORGOT! EVEN WHEN OCK IS WEAKENED-- HIS ARMS REMAIN AS STRONG AS EVER!

HE'S RETRACTING THEM NOW-- AND DRAWING ME CLOSE TO HIM!

NO TIME TO STOP THEM!

NO TIME TO DO ANYTHING-- EXCEPT WAIT-- AND -- UHHH!

THRONK!

12

OHHH--MY HEAD! IT'S FUNNY WHAT YOU THINK OF AT A TIME LIKE THIS--!

I SUDDENLY WONDER-- ABOUT RANDY ROBERTSON--

IF HE SAW ME NOW--

WOULD HE STILL THINK I DON'T WANT TO GET INVOLVED?

HAVE TO KEEP MY MUSCLES FLEXED-- OTHERWISE THE PRESSURE -- WOULD BE TOO GREAT!

BUT HERE COMES WORSE TROUBLE! IT'S OCK-- ABOUT TO =UUPFF!=

I SHOULD HAVE DONE THIS---

MONTHS AGO!

13

I WAS *ALWAYS* YOUR SUPERIOR--*MENTALLY*--*PHYSICALLY*-- IN *EVERY* WAY!

BUT *LUCK* WAS WITH YOU IN THE *PAST!*

ZAK!

UP UNTIL *NOW*-- NONE BUT *YOU AND I* REALLY *KNEW* THAT!

BUT *NOW* IT'LL BE *DIFFERENT!* MUCH, *MUCH* DIFFERENT!

OH NO! YOU DON'T *AGAIN* CATCH ME WITH YOUR *WEBBING!*

I MOVED TOO *FAST* FOR YOU!

THAT'S WHAT *YOU* THINK!

THWIK!

--JUST *LONG* ENOUGH FOR YOU TO *LOSE CONTROL* OF YOUR METAL *ARMS!*

ALL I WANTED TO *DO* WAS CATCH YOU *OFF-GUARD!*

--GIVING OL' *SPIDEY* A CHANCE-- TO STRIKE *BACK!*

IT'S NO GOOD! NO MATTER WHAT I DO-- THOSE ARMS KEEP REACHING OUT FOR ME!

I CAN'T GET AWAY FROM THEM!

IN FACT, I WON'T EVEN TRY!

INSTEAD-- I'LL DO WHAT HE LEAST EXPECTS...

--INSTEAD OF TRYING TO AVOID HIS ARMS--

I'LL CLOSE IN ON THEM!

NUTS! IT'S LIKE TRYING TO TAME A TORNADO!

YOUR PUNY SPIDER POWER CAN'T MATCH MY MIGHTY TENTACLES!

PTHOK!

HE MAY BE RIGHT!

I CAN'T DODGE ALL FOUR OF THEM AT ONCE!

=UNHHH!=

I-- WAS AFRAID-- THIS WOULD HAPPEN!

HAVE TO-- GET OUT OF RANGE-- AND FAST!

GOING SOMEWHERE? DON'T BET ON IT!

I CAN EVEN MATCH YOUR SPIDER SPEED!

ZIK!

THIP!

REMEMBER-- MY ARMS MAY LOOK MECHANICAL--

BUT THEY RESPOND TO MY EVERY THOUGHT--

--AS IF THEY WERE FLESH AND BLOOD!

NOW I'LL-- UHHH!

YOU'LL NOTHING, YOU FOOL! EVEN WHEN YOU ATTACK, I CAN PROPEL MYSELF TO SAFETY BY REFLEX ACTION ALONE

AND NOW-- WHILE I AWAIT YOUR CERTAIN RETURN--

I'LL PREPARE A LITTLE WELCOME--

-- IN MY OWN SPECIAL WAY!

ZOP!

THE WATER TOWER-- IT'S FALLING!

THEY WON'T HAVE A CHANCE IN THE STREET BELOW!

KRRAK!

I'VE GOT TO STOP IT-- SOMEHOW!

THUMP!

I'VE-- GOT IT-- BALANCED-- ON MY BACK!

BUT--

IT'S FULLY LOADED-- MUST WEIGH-- TONS!

CAN'T-- STAND THE STRAIN-- MUCH LONGER!

DON'T KNOW THE DANGER-- THEY'RE IN!

DOWN BELOW-- THEY DON'T REALIZE-- WHAT'S GOING ON!

THERE'S-- ONLY ONE WAY-- TO SAVE THEM--

-- EVEN IF IT MEANS-- I BREAK MY BACK!

I'VE GOT TO-- LIFT IT OFF-- AND MAKE IT FALL-- BEHIND ME!

AND-- IT HAS TO BE-- RIGHT NOW---

-- BEFORE DOC OCK RETURNS!

NO MATTER WHAT IT TAKES--

IT-HAS-TO-BE--

NOW!!

BU-HOOOM!

I-- DID IT!

THEY'LL BE-- SAFE-- BELOW!

A MOST NOBLE ACT, SPIDER-MAN!

AND ONE THAT WILL COST YOU-- YOUR LIFE!

THIS TIME YOU GET NO SECOND CHANCE!

THIS TIME OUR BATTLE WILL END-- IN THE ONLY WAY IT CAN!

FOR, THIS TIME--

YOU DIE!

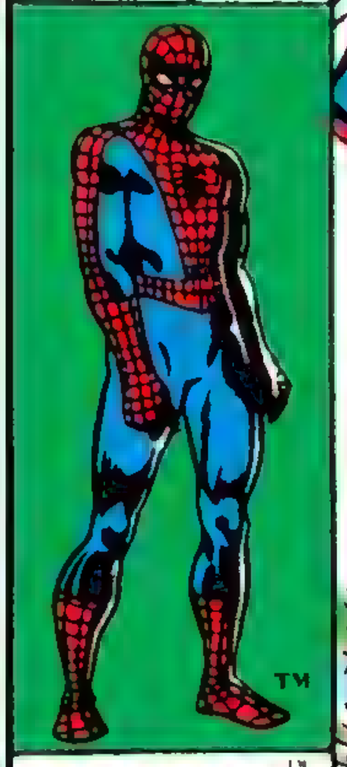
NEXT ISSUE

AND DEATH DOES COME!!

SPIDER-MAN

15¢ CC

90 NOV



MARVEL COMICS GROUP

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

SPIDER-MAN DID IT! IT'S ALL *HIS* FAULT!

HE'S A *MURDERER!*

SPIDER-MAN.. THE KILLER!

ROMITA

THE AMAZING SPIDER-MAN!™

AND DEATH SHALL COME!

HAVE TO-- BREAK MY FALL --OR ELSE-- I'M DONE FOR!
BUT-- I'VE ONLY GOT SPLIT-SECONDS --LEFT TO ACT!
LAST ISSUE WE SAW THE MURDEROUS DR. OCTOPUS HURL OUR HERO FROM A ROOFTOP-- TO SEEMINGLY CERTAIN DEATH BELOW! AND NOW, AS SPIDEY IS REVIVED BY THE SUDDEN SHOCK OF HIS PLUNGE--
STORY: STAN LEE
ART: GIL KANE
INKING: JOHN ROMITA
LETTERING: SAM ROSEN

CAN'T USE MY **WEBBING** TO SAVE MYSELF--

I'M ALL OUT OF WEB FLUID!

OCK'S TENTACLES-- FOLLOWING ME DOWN! --THEY'RE MY ONLY *CHANCE!*

IF I CAN JUST *SPIN AROUND--* REACH UP--

--AND *GRAB THEM!*

I DID IT!

AND NOW-- BEFORE HE CAN *RETRACT--*

KU-RASSSH!

NICE *TRY,* SNAKE ARMS!

BUT NOT NICE *ENOUGH!*

FROM HERE ON *IN--* IT'S A BRAND-NEW *BALL GAME!*

NUTS! HOW FAR CAN THOSE ARMS OF HIS REACH?

I OUGHTTA BE SAFE IN-- OH, NO!

IT'S LIKE THEY CAN THINK FOR THEMSELVES! THEY'RE STILL COMING AFTER ME!

MUSTN'T MAKE A SOUND! I-- WON'T EVEN BREATHE!

THEY'RE WEAVING--- UNCERTAINLY! OCK ISN'T SURE I'M HERE!

HE'S HESITATING-- HE'S CONFUSED! HE DOESN'T KNOW-- HOW CLOSE HE IS!

IT'S OVER-- FOR NOW!

BUT WAIT-- I CAN'T AFFORD TO LOSE HIM!

AND I WON'T!

--SO LONG AS MY LITTLE SPIDEY TRACER CAN HANG IN THERE UNNOTICED!

THIK

SECONDS LATER---

LOOKS LIKE THE COAST IS CLEAR!

WHEW! I'M ACHING ALL OVER!

I WISH THERE WAS A SUPER-HEROES' UNION SOMEWHERE---

--'CAUSE IF THERE WAS, I'D MAKE SURE A FELLA GETS TIME-AND-A-HALF FOR TACKLING A JOKER WITH FOUR METAL ARMS!

WELL, IT LOOKS LIKE OCK FINALLY SPLIT--

AND I CAN'T SAY IT BREAKS MY HEART TO BE RID OF HIM FOR A WHILE!

ANYWAY, AS LONG AS MY TRACER STAYS WITH 'IM, I CAN ALWAYS PICK UP HIS TRAIL!

BUT NOW-- EVEN THOUGH IT MAY NOT BE IN THE BEST SWASHBUCKLING TRADITION, I'M HEADING HOME FOR SOME SHUTEYE!

YESSIR! I AM ONE WEARY LITTLE WEBHEAD!

THE UNDERSIDE OF A *LEDGE* WON'T EVER REPLACE A CEDAR-LINED *CLOSET*---

BUT IT'S A LOT MORE *CONVENIENT* FOR QUICK *COSTUME-CHANGING!*

WOW! I'M *ACHING* ALL OVER!

IF NOT FOR MY *SPIDER-STRENGTH*, OCK WOULD HAVE *FINISHED* ME!

MAN! EVEN MY *KNEES* FEEL LIKE WET *NOODLES!*

I MUST HAVE TAKEN A WORSE *BEATING* THAN I KNEW!

NO PARKING FRIDAY 11A.M. To 2 P.M. Police

IN THE EXCITE-MENT OF THE *BATTLE*, I GUESS I DIDN'T REALIZE HOW HE WAS *POUND-ING* ME!

WHA--? SOMEONE COMING UP *BEHIND* ME! IF IT'S *OCK*, WHY DIDN'T MY *SPIDEY SENSE* TINGLE?

I'VE BEEN *FOLLOWING* YOU!

CAPTAIN STACY! HEY-- WHAT A RELIEF!

WHAT'S WRONG, SON? ARE YOU ILL?

PERHAPS YOU HAVEN'T LICKED THAT FLU BUG YET?

THAT'S RIGHT! LAST TIME I SAW HIM, I HAD THE FLU!

THAT GIVES ME A READY-MADE EXCUSE!

AFRAID YOU'RE RIGHT, SIR! I GUESS I GOT OUT OF BED TOO SOON!

I THOUGHT THAT WAS IT!

STILL, YOU HAVEN'T ANY FEVER!

PETER!

HEY! WHAT'S GOIN' ON THERE?

HAVE TO GET HIM HOME! HE'S ILL!

PETER-- ARE YOU ALL RIGHT?

WAKE UP, DARLING! WAKE UP!

IT'S ME-- GWENDOLYNE!

IT'S-- NOT FEVER! IT WAS -- THE FIGHT!

I HAD TO TAKE-- TOO MUCH-- PUNISHMENT--

IT LOOKS LIKE YOU'RE THE MEDICINE HE NEEDED,

GWENDY!

MUSTN'T SCARE US LIKE THAT, MR. PARKER!

I FEEL LIKE A *FOOL*-- CONKING *OUT* THAT WAY!

IT'S ALL RIGHT, MY BOY! IT CAN HAPPEN TO THE *BEST* OF US!

YOU SIMPLY *OVER-TAXED* YOURSELF TOO SOON AFTER YOUR *ILLNESS!*

HE'D BETTER *STAY* HERE, DAD-- SO I CAN LOOK *AFTER* HIM!

I HATE BEING A *SPOIL-SPORT,* GWEN--

BUT I THINK HE'LL BE PERFECTLY *OKAY,* AFTER THIS!

I'VE NEVER *KNOWN* ANYONE WITH SUCH AMAZING POWERS OF *RECUPERATION!*

THE WAY HE *SAID* THAT! AS THOUGH HE *SUSPECTS* A LOT MORE THAN HE'S *TELLING!*

GWEN AND I WILL GIVE YOU A CHANCE TO PULL YOUR-SELF *TO-GETHER* NOW!

I'VE ALWAYS *WONDERED* JUST HOW MUCH HE'S REALLY *GUESSED* ABOUT--MY *SECRET!*

THEY JUST DON'T COME ANY *SHARPER* THAN THAT OLD GENT!

AND YET-- HE'S NEVER ACTUALLY *ACCUSED* ME OF BEING *SPIDER-MAN!*

HE'S PROBABLY *WAITING* --TILL HE HAS MORE *PROOF!*

--WHICH I'M NOT JUST ABOUT TO *GIVE* HIM!

AW, THE *HECK* WITH IT!

THE *MAIN* THING IS-- I FEEL LIKE *MY-SELF* AGAIN!

AND *THAT'S* PRETTY *GOOD!*

--'CAUSE I *STILL* HAVE A CERTAIN SIX-ARMED *KILLER* TO SETTLE A LITTLE *SCORE* WITH!

THUS, A SHORT TIME *LATER*---

SEE YOU *TOMORROW,* MAN OF MINE!

YOU *KNOW* IT, PRETTY GIRL!

AT LEAST I'VE A GOOD *EXCUSE* NOW FOR NOT JOINING THE *PROTEST RALLY* TO-NIGHT!*

*--TO WHICH HE WAS INVITED LAST ISH, REMEMBER? --STAN.

IT'S NOT THAT I DON'T WANNA DO MY BIT AGAINST *AIR POLLUTION*, LIKE ANYONE ELSE--

BUT *FIRST* I'VE GOTTA RID THE CITY OF *DOC OCK*--

--'CAUSE IN *MY* BOOK, HE'S A ONE-MAN *ECOLOGY CRISIS* ON THE HOOF!

ANYWAY, 'MOST *ANYBODY* CAN DO HIS BIT AGAINST *POLLUTION*--

--BUT WHEN IT COMES TO STOPPING *OCK*, I'VE GOT THE FIELD ALL TO *MYSELF!*

BUT I'LL NEED A *PLAN*-- SOMETHING ALMOST *FOOLPROOF!*

AND I'M BEGINNING TO GET AN *IDEA!*

MINUTES LATER, E.S.U.'S TOP SCHOLARSHIP *SCIENCE STUDENT* BEGINS TO DO HIS THING---

I'VE GOT TO ADMIT IT'S A *LONG SHOT*--

-- BUT, IT JUST MAY TAKE HIM BY *SURPRISE!*

BUT, SPEAKING OF *MEETING*-- I'VE GOT TO BE SURE I CAN *DELIVER* THE GOODS--

--JUST WHEN AND WHERE I *WANT* TO!

--AND, THE ELEMENT OF *SURPRISE* MAY BE THE *ONE* THING THAT'LL GIVE ME AN *EDGE* THE NEXT TIME WE MEET!

NOW I'LL JUST GET MY LITTLE GIZMO ALL *SET UP*--

BY FILLING MY *WEB SHOOTER* WITH A BRAND NEW *FLUID!*

-- AND ARRANGING THE *FIRING BUTTON* JUST WHERE I'LL *NEED* IT!

NOW, ALL THAT REMAINS IS TO FIND *DOC OCK!*

AND THAT'S WHERE MY LITTLE *SPIDEY TRACER* COMES IN!

SLEEP TIGHT, OL' BUDDY!

IF THINGS TURN OUT THE WAY I *HOPE*, I'LL BE *BACK* NEXT DOOR BEFORE YOU STOP SNORING!

AND, IF THEY *DON'T*--

THEN YOU'LL NEVER SEE ME *AGAIN!* --*ALIVE*, THAT IS!

NUTS! WHY AM I GETTING SO *MORBID?*

WHAT'S THE BIG DEAL ABOUT TANGLING WITH *DR. OCTOPUS?*

JUST BECAUSE HE'S THE *DEADLIEST* HUMAN I'VE EVER FACED--

WITH *ARMS* THAT CAN OUT-FIGHT A WHOLE *REGIMENT*--

IS *THAT* ANY REASON TO GET ALL *UPTIGHT?*

YOU BET YOUR SWEET *BIPPY* IT *IS!*

BUT I'M NOT GONNA BACK OUT *NOW!*

AFTER ALL, BEING A SWINGIN' *SUPER-HERO* IS ALMOST LIKE BEING IN *SHOW BIZ!*

AND, LIKE THEY ALWAYS *SAY*-- THE SHOW MUST GO *ON!*

ALTHO' I NEVER FIGURED OUT *WHY!*

WELL, HERE I GO *AGAIN!*

THE BIGGEST CITY IN THE *WORLD*, AND I'VE GOTTA FIND A ONE-INCH *TRACER*-- WHICH COULD BE *ANYWHERE!*

BUT, IF I PASS ANYWHERE *NEAR* IT, MY SPIDEY SENSE WILL START *TINGLING!*

AND *THAT'S* ALL THE TIP-OFF I'LL *NEED!*

THEN, ABOUT 82½ MINUTES LATER-- (FOR THE *STATISTICIANS* AMONG YOU) --

HE'S SOMEWHERE IN THE *AREA!*

ALL I HAVE TO DO IS *ZERO IN!*

THE TINGLING GETS *STRONGER* WHEN I CIRCLE THIS *BUILDING!*

THAT MEANS-- HE'S GOT TO BE *INSIDE!*

I'M HOMING-IN LIKE A *BUZZ BOMB!* THERE'S NO DOUBT *ABOUT* IT!

THAT *WINDOW* IS WHAT I'M AFTER!

I DON'T *GET* IT! THE ROOM'S *EMPTY!*

BUT-- THE *TINGLING* IS STRONGER THAN *EVER!*

OCK! HE WAS *WAITING* FOR ME!

THOP!

I WAS A FOOL! I PUT TOO MUCH FAITH IN MY SPIDEY TRACER!

NOW PRAYING HIGH SCHOOL

BRAK!

ZROK!

DID YOU FORGET THAT I AM A SCIENTIST?

DID YOU THINK, WHEN I FOUND THE PRIMITIVE LITTLE GADGET YOU PLACED UPON MY TENTACLE, THAT I WOULDN'T FATHOM ITS PURPOSE?

SO, I MERELY PLACED IT IN THAT ROOM-- USING IT AS A TRAP IN WHICH TO CATCH YOU-- WHILE I SECRETLY WAITED UPON THIS ROOF ABOVE!

YOU CAN NEVER BE A MATCH FOR ME!

FOR NOT ONLY AM I YOUR MASTER IN STRENGTH--

-- BUT IN CUNNING, AND GUILE, AND INTELLIGENCE AS WELL!

BUT SURELY THERE IS NO NEED TO *TELL* YOU ALL THAT--

SPHT!

FOR, IT MUST BE PAINFULLY *CLEAR* TO YOU BY *NOW!*

AND, JUST IN CASE IT *ISN'T*--

I'LL TRY TO MAKE IT EVEN *CLEARER!*

MY *ARMS!* I-- HAVE TO GET THEM-- *FREE!*

HAVE TO BE ABLE-- TO PUSH-- THE *BUTTON!*

EVERY-THING-- *DEPENDS* ON IT!

CAN'T LET HIM *HOLD* ME-- THIS WAY! I *CAN'T! I CAN'T!*

I *CAN'T!*

AND THEN ---

I DID IT!

I'M FREE!

NOW, EVERYTHING DEPENDS UPON MY SPEED---

--AND UPON OCTOPUS NOT SUSPECTING--

--UNTIL IT'S TOO LATE!

THERE! THAT'S THE FIRST ONE-- RIGHT ON TARGET!

NOW, IF I CAN DODGE THE OTHERS LONG ENOUGH--!

ZTINNG!

THERE'S NUMBER TWO! SO FAR SO GOOD!

HE STILL HASN'T GUESSED WHAT I'M DOING!

SPANNG!

YOU FOOL! HAVEN'T I PROVEN THAT YOUR PUNY WEBBING CANNOT STOP ME?

I'VE ONLY TO EXERT THE *SLIGHTEST* EFFORT--

--TO *SNAP* IT LIKE A PIECE OF HARMLESS *THREAD!*

BUT-- WHAT IS *THIS?* WHAT IS *HAPPENING?*

MY TENTACLES! THE ONES YOU COVERED WITH YOUR *WEBBING*--

THEY-- THEY NO LONGER *OBEY* ME!

THEY SEEM TO BE *FIGHT-ING* EACH OTHER!

THAT'S THE WHOLE *IDEA,* BRIGHT-EYES!

YOU *TRICKED* ME! IT-- IT *WASN'T* ORDINARY WEBBING!

IT WAS A *CHEMICAL* FLUID-- LIKE A *JAMMING DEVICE* BETWEEN MY *BRAIN IMPULSES*... AND MY *ARMS!*

THEY'RE STRIKING *BLINDLY!* I'VE LOST *CONTROL!*

THEY'RE-- *ATTACKING* EACH OTHER!

RIGHT, PUDGY! AND YOU AIN'T SEEN *NOTHIN'* YET!

NOW THEY'RE-- ATTACKING *ME!*

THAT'S THE NAME OF THE *GAME,* DOC!

UNNHH!

THOK!

IT WON'T *WORK!* I'LL BEAT YOU *YET!*

MY *OTHER* ARMS WILL SAVE ME!

IT'S *DOCTOR OCTOPUS*--- FIGHTING *SPIDER-MAN* UP THERE!

THE *BEST* THING THAT COULD HAPPEN FOR THIS TOWN WOULD BE IF THEY *BOTH* FINISH EACH OTHER OFF!

I REACHED HERE JUST IN *TIME!*

THEY'RE STILL *BATTLING*--- UP ON THAT *ROOF!*

BUT THE CROWD BELOW--- DOESN'T REALIZE THE *DANGER!*

THEY MUST *CLEAR* THE AREA!

I'D BETTER *GET* HIM-- BEFORE HE'S KILLED BY HIS OWN *ARMS!*

SPROK!

OH *BROTHER!* THERE'S JUST NO *STOPPING* THEM NOW!

HELP ME! HELP ME! I-- I CAN'T *HANDLE* THEM!

DON'T WORRY, MAN! THE *COPS* ARE ON THE WAY RIGHT *NOW!*

--*THEY'LL* HELP YOU TO A NICE COZY LITTLE *CELL* IN--*HEY!*

THE *CHIMNEY!* YOU'VE *TOPPLED* IT!

KRAK!

THEY'VE GONE *AMOK!* I-- I'M *DONE FOR!*

THE PIECES ARE FALLING *BELOW!*

BUT--IF ANYONE SHOULD BE *HIT--!!*

NO! NO!

LOOK OUT, SON! *LOOK OUT!*

PLEASE, GOD---

---LET ME NOT BE--- *TOO LATE!*

LET ME--- *UNHHHHHHH*

CAPTAIN STACY!

HE *SAVED* THE BOY-- BUT-- THE FALLING *STONES*-- THEY-- THEY *CAUGHT* HIM!

HE'S-- *GOT* TO BE ALIVE!

HE'S *GOT* TO! *HE'S GOT TO!*

HIS *HEART*-- IT'S STILL *BEATING*, BUT--

IT'S SO *WEAK*--- SO *FAINT!*

I-- I'M *DONE FOR*, SON--

NO! YOU'RE *NOT!* YOU'RE *NOT!*

THERE'S A *DOCTOR*-- IN THE NEXT BUILDING!

THIS IS THE *FASTEST* WAY! IF I CAN *GET* YOU THERE-- IN TIME--!

IT WAS *SPIDER-MAN'S* FAULT! HE *KILLED* HIM!

AND *NOW*-- HE'S TAKING HIM *AWAY!*

HANG ON, CAPTAIN-- HANG ON! I'LL HAVE YOU THERE-- IN SECONDS!

NO, MY BOY-- IT'S-- HOPE-LESS!

I BEG YOU-- STOP! LET ME DOWN! YOU MUST!

I HAVE TO-- TALK --TO YOU--

AND-- THERE'S SO LITTLE --TIME!

WHAT IS IT, CAPTAIN? I'M-- LISTEN-ING!

IT-- IT'S GWEN! AFTER I'M-- GONE --THERE'LL BE NO ONE-- TO LOOK AFTER HER--

NO ONE, PETER --EXCEPT-- YOU!

PETER! HE-- HE CALLED ME PETER!

BE GOOD TO HER-- SON! BE GOOD-- TO HER---

SHE LOVES YOU-- SO VERY-- MUCH---

YOU-- YOU KNOW WHO I AM! YOU MUST HAVE ALWAYS KNOWN!

BUT-- YOU NEVER TOLD! YOU NEVER GAVE ME AWAY!

WHY MUST IT HAPPEN? WHY? WHY?

FIRST-- I LOST UNCLE BEN-- THOSE LONG YEARS AGO! AND NOW --THE SECOND BEST FRIEND-- I'VE EVER HAD!

BUT, WHAT IF SHE EVER LEARNS--

--THAT YOU DIED-- BECAUSE OF--ME?

I'LL LOVE GWEN-- AND CHERISH HER-- AS LONG AS I LIVE!

REST EASY, SIR-- REST EASY---

THE END

SPIDER-MAN

15¢ CC

91 DEC

MARVEL COMICS GROUP

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

TM

TO SMASH THE SPIDER!

FIRST IT WAS *JAMESON*-- THEN *GWEN*-- AND NOW---

I'VE NO PLACE TO *TURN!* THE WHOLE *CITY'S* AGAINST ME!

J.R.

CRUSH SPIDER-MAN

FEATURING THE MURDEROUS MENACE OF-- THE MAN CALLED **BULLIT!**

THE AMAZING SPIDER-MAN!™

TO SMASH THE SPIDER!

CAPT. GEORGE STACY MET HIS *DEATH* LAST ISSUE WHILE SAVING THE LIFE OF A *CHILD* WHO HAD BEEN IMPERILED BY THE BATTLE BETWEEN *SPIDER-MAN* AND *DR. OCTOPUS!*

DUE TO A WEIRD QUIRK OF FATE, IT SEEMED TO THOSE WHO *WITNESSED* THE TRAGIC EVENT THAT THE *BLAME* FOR CAPT. STACY'S DEATH BELONGED TO--- *SPIDER-MAN!*

---AND SO WE RETURN *GEORGE STACY* TO THE EARTH WHICH IS MOTHER OF US ALL.

ASHES TO ASHES--- DUST TO DUST ---AMEN.

AND NOW, OUR *NEWEST* CHAPTER IN THE TANGLED LIFE OF THE MYSTERIOUS *WEB-SPINNER* BEGINS--- AS *ANOTHER* LIFE IS *ENDED*--- FOREVER---

STORY: STAN LEE || PENCILLING: GIL KANE || INKING: JOHN ROMITA || LETTERING: SAM ROSEN

FINALLY, THE ORDEAL IS OVER, AND---

GWEN IS ALL *ALONE* NOW--- EXCEPT FOR--- *ME.*

IF NOT FOR *SPIDER-MAN*-- MY FATHER WOULD STILL BE *ALIVE.*

OH GOD-- *GOD!* WHAT WOULD *HAPPEN* IF SHE EVER FOUND OUT--- THAT *I'M* SPIDER-MAN?

THERE WAS A TIME WHEN I THOUGHT I MIGHT SOMEDAY *REVEAL* MY SECRET IDENTITY TO HER-

BUT, THAT WAS BEFORE---THIS *NIGHTMARE* HAPPENED!

STACY WAS ALWAYS A LITTLE BIT TOO *LIBERAL* TO SUIT ME---

BUT HE WAS A *FINE* MAN, ROBBIE--- A *GOOD* MAN.

AND HE *LEFT* THIS WORLD THE WAY HE WOULD HAVE *WANTED* TO--

---GIVING UP HIS *LIFE*--- TO SAVE *ANOTHER!*

EVEN HIS POLITICAL *ENEMIES* -- LIKE *SAM BULLIT* OVER THERE--- CAME TO PAY THEIR LAST RESPECTS.

STACY'S *DEATH* WILL HELP MY *CAMPAIGN,* CARTER!

--- AND I KNOW HOW TO TAKE *ADVANTAGE* OF IT!

I'LL SEE YOU LATER, ROBERTSON.

I'M GOING HOME TO *WORK* NOW.

THIS IS MY CHANCE TO TURN PUBLIC OPINION AGAINST *SPIDER-MAN* LIKE IT'S NEVER BEEN TURNED *BEFORE!*

I'LL MAKE THAT COLD-BLOODED *WALL-CRAWLER* THE MOST *HATED* HUMAN BEING ON *EARTH!*

THIS *PROVES* I WAS RIGHT! I WAS *ALWAYS* RIGHT!

NOBODY SHOULD BE ABLE TO SLINK AROUND TOWN, MASKED AND COSTUMED, TAKING THE *LAW* INTO HIS OWN *HANDS!*

AND, EVEN AS *JONAH JAMESON* PREPARES TO WRITE HIS NEXT EDITORIAL, *ANOTHER* CAR ALSO WENDS ITS WAY THRU THE CITY TRAFFIC---

WHAT CAN I *DO?* WHAT CAN I SAY TO *COMFORT* HER?

HOW CAN I EVER AGAIN *LOOK* AT HER-- *TOUCH* HER --WITHOUT BEING *TORTURED* BY PANGS OF *GUILT?*

BECAUSE, DEEP IN MY HEART I'LL ALWAYS *WONDER*...

--IF NOT FOR *SPIDER-MAN,* WOULDN'T CAPT. STACY *STILL* BE ALIVE?

AND YET--- *KNOWING* THAT I WAS SPIDER-MAN--

--HIS *DYING WISH* WAS THAT I *LOOK AFTER* GWEN---THE GIRL WHO MEANS *EVERYTHING* TO BOTH OF US.

THE GIRL WHO WILL *ALWAYS* MEAN EVERY-THING--TO ME.

WHY, GWEN? WHAT DO YOU *MEAN?*

I WAS A *FOOL,* PETE. I *SEE* IT NOW.

I DIDN'T REALIZE HOW *OLD* MY DAD WAS-- AND HOW *TRUSTING.*

I DIDN'T TRY TO *WARN* HIM AGAINST *SPIDER-MAN*--- WHILE THERE STILL WAS *TIME.*

GWEN, DARLING-- *NO!* YOU CAN'T BLAME *YOURSELF.* YOU *MUSTN'T!*

SPIDER-MAN! SPIDER-MAN! I'LL *HATE* HIM --- *FOREVER!*

WHETHER HE *MEANT* TO OR NOT---HE KILLED MY *FATHER! HE KILLED MY FATHER!*

BUT, GWEN, YOU DON'T *UNDER-STAND.* HE-- HE--

IT'S NO USE. WHAT CAN I *SAY?* THERE JUST AREN'T ANY *WORDS.*

PETER, I--I'M NOT GOING TO WASTE TIME *CRYING.* I'M GOING TO *WORK--*

--TO DO WHAT I CAN TO *RID* THE CITY OF MENACES LIKE-- *SPIDER-MAN!*

HOW, GWEN? WHAT DO YOU *MEAN?*

IN THE COMING *ELECTION--* ONE OF THE CANDIDATES, *SAM BULLIT,* IS RUNNING ON A *LAW AND ORDER* TICKET!

HE USED TO BE A *COP--* JUST LIKE *DAD.* THEY *KNEW* EACH OTHER IN THE PAST.

--I'M GOING TO *VOLUNTEER* TO HELP HIS CAMPAIGN.

AND SO, THE VERY NEXT DAY--

PERHAPS IT *TAKES* A HARD MAN LIKE *SAM BULLIT* TO BRING SOMEONE LIKE *SPIDER-MAN* TO JUSTICE!

CIGARS

BUS STOP

NO PARKING AT ANYTIME

AND IF IT *DOES,* I'M ALL *FOR* HIM.

MAY I *HELP* YOU, YOUNG LADY?

WHAT AN *OFFICE!* I DIDN'T *REALIZE* HE WAS SO *SUCCESSFUL!*

I'D LIKE TO SEE *MR. BULLIT,* PLEASE.

I'M CAPTAIN STACY'S *DAUGHTER,* GWENDOLYN.

WHAT CAN *THIS* BE?

RRRINNG

STACY'S *DAUGHTER* TO SEE THE BIG MAN?

SURE, SEND HER RIGHT *IN!*

THIS COULD BE JUST THE *BREAK* THAT BULLIT'S BEEN *WAITING* FOR.

SOMEONE OUTSIDE TO *SEE* YOU, SAM.

LET IT *WAIT*, CARTER. CAN'T YOU SEE I'M *BUSY*?

BUT HER NAME'S *GWEN STACY*.

STACY'S *DAUGHTER*? WHY DIDN'T YOU *SAY* SO?

CLEAR OUT, YOU GUYS. THE SESSION'S *OVER*.

STACY NEVER HAD ANY *USE* FOR ME SINCE I GOT BOOTED OFF THE *FORCE* YEARS AGO.

WHAT DO YOU FIGGER HIS *KID* WANTS NOW?

WHY NOT *SEE* HER AND FIND OUT?

YEAH. I'LL JUST *DO* THAT LITTLE THING.

SHE'LL PROBABLY BE A REAL *EASY MARK*-- JUST LIKE HER *PA*!

STACY *ASKED* FOR WHAT HE GOT. HE WAS ALWAYS TOO *SOFT* ON PUNKS.

HE *CODDLED* 'EM, INSTEAD OF--*OH*! THERE SHE *IS*.

COME *IN*, MISS STACY. COME IN.

I HOPE I'M NOT *DISTURBING* YOU, MR. BULLIT!

NOT AT *ALL*, MY DEAR. AFTER WHAT HAPPENED TO YOUR *FATHER*, I HOPE YOU'LL TURN TO *ME*-- AS A *FRIEND*-- AND A *COUNSELOR*.

THAT'S VERY *KIND* OF YOU, MR. BULLIT.

NOW THEN, WHAT CAN I *DO* FOR YOU, MY CHILD?

I WANT TO VOLUNTEER TO *HELP* YOU -- IN YOUR CAMPAIGN FOR D.A.

BECAUSE -- I WANT YOU TO -- BRING *SPIDER-MAN* TO JUSTICE!

I SEE!

SINCE YOU'RE THE *DAUGHTER* OF THE FAMOUS CAPT. STACY, YOUR ENDORSEMENT WILL MEAN A *LOT*--- EVEN THOUGH YOUR LATE FATHER AND I HAD *DIFFERENT* VIEWS ON CRIME-FIGHTING.

SAM BULLIT NEVER HAD ANY TIME FOR *LIBERALS*, OR *BLEEDING HEARTS*, OR BIG-TALKIN', LONG-HAIRED *DO-GOODERS*.

LAW AND ORDER, THAT MY TICKET! *THAT'S* WHAT SAM BULLIT *STANDS* FOR!

I NEVER HEARD MY *FATHER* SPEAK THAT WAY. BUT MAYBE THAT'S WHY-- THAT'S WHY--

YOUR FATHER WAS A *FINE* MAN, GWENDOLYN --THE *FINEST*. BUT HE WAS TOO *SOFT*--TOO *CHARITABLE*--AND THAT WAS HIS *UNDOING!*

SOCIETY TODAY IS AT *WAR*, DO YOU HEAR?

WE'RE AT *WAR* WITH THE LEFT-WING *ANARCHISTS* WHO ARE TRYING TO *DESTROY* THIS GREAT, PROUD *NATION* OF OURS!

WE NEED *STRENGTH*-- STRENGTH TO *PUNISH* THOSE WHO MOCK THE LAW!

I WILL *USE* SUCH STRENGTH TO BRING *SPIDER-MAN* AND OTHERS LIKE HIM--- TO *JUSTICE!*

I WILL NOT BETRAY YOUR *TRUST.*

NOW GO *HOME*, MY DEAR, AND REMEMBER-- YOUR FATHER DID NOT DIE IN *VAIN.*

THANK YOU, MR. BULLIT. YOU'VE BEEN VERY KIND.

THERE, THERE, GWENDOLYNE--IT WAS *NOTHING.*

IT WAS-- *NOTHING*-- AT ALL.

HOW DID IT GO, BOSS?

BEAUTIFUL, CARTER. WITH THE STACY NAME BEHIND ME, THE LIBERALS WON'T KNOW WHAT TO THINK.

NOW, I GOT ME A LITTLE CALL TO MAKE---

GET ME THE DAILY BUGLE.

SAM BULLIT! WHAT? YOU'LL MAKE A DEAL WITH ME?

CAREFUL, J.J. HE'S A SLIPPERY ONE!

YOU WANT THE BUGLE'S SUPPORT, EH?

AND IN RETURN YOU PROMISE TO DELIVER SPIDER-MAN?

MISTER, FROM THIS MINUTE ON, SAM BULLIT IS MY CANDIDATE!

YES SIR, ROBBIE-- THAT'S WHAT THIS OL' TOWN NEEDS-- A NO-NONSENSE DISTRICT ATTORNEY WHO'LL DELIVER THE GOODS!

YOU CAN'T MEAN BULLIT, MR. J.!

THAT FLEDGLING FASCIST'S STILL LIVING IN THE 1930'S!

MAYBE THEY WERE BETTER DAYS THAN NOW!

AT LEAST WE HAD LAW AND ORDER THEN!

YEAH! AND LYNCH MOBS, AND BREAD-LINES, AND UNCLE TOMS..

COME OFF IT, ROBBIE! WHAT'S WRONG WITH A MAN STANDING FOR LAW AND ORDER, ANYWAY?

MAYBE IT JUST DEPENDS ON WHOSE LAW-- AND WHAT KIND OF ORDER YOU'RE TALKIN' ABOUT, MAN!

OKAY-- TO BE CONTINUED! WE STILL HAVE A PAPER TO PUT OUT!

IF I'M GONNA HAVE TO GET MY PAY CHECK FROM A PAPER THAT'S SUPPORTING SAM BULLIT, I'LL--

SLAM!

UH, OH! LOOKS LIKE SOMETHING JUST HIT THE FAN.

NEVER SAW JOE ROBERTSON SO ANGRY BEFORE!

AND IF *ROBBIE'S* THAT MAD-- I CAN JUST IMAGINE *JAMESON'S* MOOD!

I'D BETTER *SPLIT!* I'LL ASK HIM ABOUT SOME PHOTO ASSIGN-MENTS SOME *OTHER* TIME!

LATER--

ONE THING'S FOR SURE--- I CAN'T HANG AROUND *HERE!*

I'VE GOTTA DO *SOMETHING* TO TAKE MY MIND OFF *GWEN*---

--AND THE WAY SHE FEELS ABOUT *SPIDER-MAN!*

I'VE GOTTA KEEP *BUSY*-- TAKING *PICTURES*-- WALL-CRAWL-ING-- *ANY-THING!*

MAYBE THERE'S SOMETHING ON THE *BOOB TUBE* THAT'LL---

HEY! WHAT'S *THIS?*

IS IT *TRUE* THAT YOU'VE PROMISED TO APPREHEND *SPIDER-MAN* IF ELECTED, MR. BULLIT!

YOU CAN *BET* ON IT, MISTER! I PLEDGED TO MAKE THE STREETS OF THIS CITY *SAFE* FOR DECENT FOLK!

AND THAT MEANS PUTTING AN *END* TO THAT WEB-SPINNING *KILLER!*

WE'VE ALL SEEN WHAT *HAPPENS* WHEN WE CODDLE PUBLIC *MENACES!*

SPIDER-MAN IS RESPONSIBLE FOR THE *DEATH* OF CAPT. GEORGE STACY!

AND UNTIL HE'S *CRUSHED* -- SWIFTLY-- WITHOUT *MERCY*-- *NONE* OF US ARE SAFE!

GREAT! THAT'S ALL I NEED-- SOME GUY WORKING UP A LYNCH MOB AGAINST ME!

CLICK!

THE VERY NEXT DAY, AS THOUGH TO LEND EMPHASIS TO SPIDEY'S WORDS---

I'LL MAKE OUR CITY'S STREETS SAFE AGAIN!

DAILY BUGLE FINAL

SPIDER-MAN MUST BE CRUSHED!

SAYS SAM BULLIT

I SWEAR THAT SPIDER-MAN'S DAYS ARE NUMBERED!

CRUSH SPIDER-MAN!

CRUSH SPIDER-MAN!

CRUSH SPIDER-MAN!

CRUSH SPIDER-MAN!

CRUSH SPIDER-MAN!

CRUSH SPIDER-MAN!

CRUSH SPIDER-MAN!

THEN, AS *DARKNESS* SHROUDS THE FEARFUL CITY---

IT'S LIKE A *GHOST TOWN* DOWN THERE, THANKS TO *BULLITT* AND *JAMESON!*

THEY'VE MADE PEOPLE TOO *SCARED* TO LEAVE THEIR *APARTMENTS!*

AND *I'M* THE ONE THEY'RE *SCARED* OF!

OVERNIGHT, TWO UN-THINKING *RABBLE-ROUSERS* HAVE CREATED A CITY OF *FEAR!*

BUT-- WHAT IF THEY'RE *NOT* UNTHINKING?

WHAT IF--- THEY'RE *RIGHT?*

MAYBE I *DO* BRING TRAGEDY--TO EVERY-ONE WHO CROSSES MY PATH!

MAYBE I *AM* A MENACE!

LOOK WHAT I'VE JUST *DONE*--TO THE GIRL I *LOVE!*

WOW! LOOK AT THAT!

EVEN THE *COPS* ARE WALKING THEIR BEATS IN *PAIRS* NOW!

BANK

A LOT OF GOOD *THAT* WOULD DO THEM--- IF I WAS *REALLY* AS BAD AS THEY THINK!

OR-- HAVE I SPENT A LIFETIME *KIDDING* MYSELF?

HOW DO I KNOW I'M *NOT* THAT BAD?

THE LAW IS *HUNTING* FOR ME!

THE WHOLE *CITY* FEARS ME!

AND EVEN *GWEN* HATES ME!

WHAT DOES IT *TAKE* TO SHOW ME WHERE IT'S *AT*?

--TO SHOW ME -- SPIDER-MAN'S *HAD* IT!

ALL OF A SUDDEN--- IT'S LIKE MY WHOLE *WORLD* IS BUSTING UP ALL AROUND ME!

AND I FEEL AS *HELPLESS* AS A *BYSTANDER* -- WATCHING A SUMMER *STORM* BREAK OVER HIM!

THERE HE IS! *HE'S* THE ONE WE WANT!

KEEP *TAILING* HIM TILL HE REACHES THE *CORNER*!

11.

PARKING POLICE

HOW CAN YOU BE SURE HE CAN *HELP* US, BOSS?

EASY! HE'S SNAPPED MORE *NEWS PICTURES* OF THE WALL-CRAWLER THAN *ANYONE!*

HE'S *GOTTA* KNOW A LOT MORE *ABOUT* HIM THAN HE'S BEEN *TELLIN'!*

MY *SPIDEY-SENSE* IS BEGINNING TO *TINGLE!* SOMEONE'S *FOLLOWING* ME!

WELL, MORE *POWER* TO 'EM! WHAT DO *I* CARE?

OKAY! HE'S GONE FAR *ENOUGH!*

LET'S *TAKE* 'IM NOW!

THIS'LL BE A *CINCH!*

12

SKREEE

NO PARKING ON CORNER

NO PARKING ANYTIME 11AM-2PM

HOLD IT, BOY! HE WANTS TO *TALK* TO YOU!

DO YOU KNOW WHO HE *IS?*

SAM BULLIT! I'VE SEEN YOU ON TV!

ROOMS FOR RENT

59TH ST

NO PARKING

TAX

OKAY! THEN YOU KNOW I DON'T *MINCE WORDS!*

I'M OUT TO GET *SPIDER-MAN*-- AND YOU CAN *HELP* ME! SO START *TALKING!*

ALL *I* CAN DO IS WISH YOU *LUCK!* I'M NOT HIS *KEEPER!*

13

SON, I'M TRYING TO *CLEAN UP* THIS CITY! *NOBODY'S* GONNA *STOP* ME!

ANYONE WHO DOESN'T *HELP* ME IS ON THE SIDE OF THE *LAWLESS!*

NOW *YOU'RE* NOT TAKING A STAND AGAINST *LAW AND ORDER,* ARE YOU?

YOU PIOUS *HYPOCRITE!* YOU CALL *THIS* LAW AND ORDER?

I'M JUST TRYING TO DO MY *DUTY,* BOY!

YEAH? THAT'S PROBABLY WHAT *HITLER* SAID, TOO!

AWRIGHT, PARKER! NO ONE CAN REASON WITH A *SMART MOUTH!*

MAYBE MY *FRIENDS* CAN DRUM SOME *SENSE* INTO YOU!

BUT DON'T *HURT* HIM, BOYS!

YOU *KNOW* HOW I FEEL ABOUT SENSE-LESS *VIOLENCE!*

IT'S LUCKY FOR *YOU* THE BOSS IS SO *SOFT-HEARTED!*

YEAH! HE'S AS SOFT-HEARTED AS A *RATTLER!*

-- AND TWICE AS *SLIPPERY!*

NOW THAT'S A *NASTY* ATTITUDE, KID!

OKAY, PUNK-- WE'RE *THRU* PLAYIN' AROUND!

TALK! WHERE'S SPIDER-MAN?

EVEN IF I *KNEW,* I WOULDN'T-- *UNNHH!*

I *KNEW* IT! HE'S A ROTTEN COMMIE *RADICAL!*

CHEE! WHAT'S THIS CREEP MADE OF?

ONE TAP AND HE FOLDS LIKE AN ACCORDION!

HE'S NOT OUT! HE'S FAKIN' IT! I CAN FEEL HIS PULSE--- IT'S STRONG AS MINE!

IT'S A HECKUVA LOT STRONGER, DUM-DUM!

SO LET'S GIVE 'IM SOMETHING TO THINK ABOUT!

YEAH! NEXT TIME WE MEET 'IM, HE'LL BE BEGGIN' US TO LET 'IM TALK!

WE'LL BE LOOKIN' YOU UP AGAIN, PUNK!

AND WHEN WE DO, YOU BETTER HAVE SOME ANSWERS FOR US!

I'VE GOT TO LAY HERE-- ACT LIKE I'M BEATEN! CAN'T GIVE MYSELF AWAY!

I'LL JUST WAIT-- TILL THEY TURN THE CORNER--!

THAT'S IT! NOW I'VE GOTTA MOVE-- BUT FAST!

IT'LL ONLY TAKE SECONDS TO CHANGE INTO SPIDEY!

AND THIS IS ONE TIME I'M NOT FUMBLING THE BALL!

I'LL SHOW 'EM WHAT PUTTING THE PRESSURE ON REALLY MEANS!

IT ONLY TOOK ME *SECONDS* TO CHANGE!

THEY CAN'T HAVE GOTTEN *FAR!*

THEY SHOULD BE JUST REACHING THE *CORNER,* UP AHEAD!

I WAS *RIGHT!* THERE THEY *ARE!*

STROLLING ALONG-- LIKE THEY'VE GOT ALL DAY!

BUT WHAT THEY DON'T *KNOW* IS---

BUS STOP

POLICE DEPT.

THEIR TIME'S JUST *RUN OUT!*

HEY! WHAT THE--?!!

I HEAR YOU DEADHEADS HAVE BEEN *LOOKING* FOR ME!

SPIDER MAN!

WHY WASTE YOUR TALENT ON HELPLESS *TEENAGERS* WHEN YOU CAN FIGHT THE *REAL THING?*

S'MATTER, BIG MAN? CAT GOT YOUR TONGUE?

WHY *FIGHT* IT, MISTER? *YOU'RE* NOT GOIN' ANY-WHERE!

THERE'S-- NO GETTIN' *AWAY* FROM HIM!

I *SAW* YOU PICKING ON THAT *PARKER KID,* SO I FIGURED YOU WERE SPOILING FOR A *FIGHT!*

AND *NO* FRIENDLY NEIGHBORHOOD SPIDER-MAN LIKES TO *DIS-APPOINT* AN AMBITIOUS THUG!

HE'S-- *EVERY-WHERE!*

THERE'S NO PLACE TO *HIDE!*

BULLIT NEVER *WARNED* US-- IT WOULD BE LIKE *THIS!*

HAVE TO GET *AWAY*-- SOMEWHERE-- *ANYWHERE!*

I--I *MADE* IT! I *LOST* 'IM!

I WOULDN'T *BET* ON IT, BRIGHT BOY!

I *SEE* YOU NOW! BUT-- YOU'RE *UNARMED!*

ONLY IF YOU GET A CHANCE TO *USE* IT, MAN!

NO MATTER *HOW* GOOD YOU ARE--

--A .45 CAN *STOP* YOU!

NO!

ZIK!

NOW, I'VE A LITTLE *MESSAGE* FOR YOU TO GIVE BROTHER *BULLIT!*

AND I WANNA MAKE SURE YOU GET IT *STRAIGHT*--

SO I'LL *PUNCTUATE* IT NICE AND *CAREFUL* FOR YOU!

THOP!

WAP!

ZAK!

OKAY, SPIDEY--- BETTER START *COOLING* IT NOW!

MUCH AS HE *DESERVES* THIS, HE'S STILL NO MATCH FOR MY *SPIDER POWER!*

SPTANG!

REMEMBER-- WHEN YOU GET BACK TO *BULLIT*, GIVE HIM THE MESSAGE *WORD FOR WORD!*

UNLESS YOU WANT ME TO RETURN AND *REPEAT* IT!

CRAC

WOW! I SURE *NEEDED* THAT!

I'LL *ADMIT* IT REALLY DIDN'T *SOLVE* ANYTHING FOR ME---

BUT IT MADE ME *FEEL* LOTS BETTER!

AT LEAST I WAS *DOING* SOMETHING--

INSTEAD OF JUST MOPING AROUND, WEEPING IN MY WEB-FLUID!

NOW I'D BETTER GET *HOME* AND CALL *GWENDY!*

I'VE GOT TO FIND A WAY TO *WARN* HER ABOUT GETTING MIXED UP WITH *BULLIT!*

GOOD! THE COAST IS *CLEAR!*

MAYBE TONIGHT WAS SOME SORT OF *OMEN--*

MAYBE MY *LUCK* IS STARTING TO *PICK UP!*

ONE THING'S FOR SURE...

IT COULDN'T HAVE GOTTEN *WORSE!*

NOW I'LL GET OUT OF MY *COSTUME* FAST, AND--

OH *NO!* *NOTHING'S* REALLY CHANGED!

MY LUCK'S AS *HOPELESS* AS EVER!

THEY'RE *HERE!* THEY *SAW* ME SWING IN THRU THE WINDOW!

AND I DON'T *DARE* STRIKE OUT!

NOT WITH *GWEN* STANDING WITH HIM!

SPIDER-MAN! THE ONE WHO-- KILLED MY *FATHER!*

WE *THOUGHT* THERE WAS A *CONNECTION* BETWEEN YOU AND *PARKER!*

AND *NOW*-- WE HAVE OUR *PROOF!*

NEXT:

MORE OF THE SAME PLUS:

THE ATTACK OF ICEMAN!

SPIDER-MAN
15¢ CC
92 JAN

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

TM

WHEN ICEMAN ATTACKS!

MARVEL COMICS GROUP

THIS TIME YOU'RE FACING A *PRO*, WEBHEAD!

NOT *NOW*! I CAN'T FIGHT HIM *NOW*!

THE AMAZING SPIDER-MAN!™

REMEMBER LAST ISH--? GWEN--AND BULLIT--IN PETER PARKER'S APARTMENT! OF ALL THE TIMES FOR SPIDER-MAN TO COME SWINGING IN!

SPIDER-MAN! THE ONE WHO KILLED MY FATHER!

WE THOUGHT THERE WAS A CONNECTION BETWEEN YOU AND PARKER--

--AND NOW... WE HAVE OUR PROOF!

IF YOU'VE BEEN WONDERING WHAT HAPPENS NEXT--HERE'S WHERE WE ALL FIND OUT TOGETHER! SO, FASTEN YOUR SEAT BELT, CULTURE-LOVER, AND GET READY FOR THE FIREWORKS--

WHEN ICEMAN ATTACKS

I'VE GOT TO DO SOME-THING DRASTIC--

--TO MAKE SURE THEY NEVER SUSPECT THAT PETER PARKER IS SPIDER-MAN!

I HATE TO DO THIS TO GWEN--BUT IT'S THE ONLY WAY!

YOU'LL NEVER TRY TO TRAP ME AGAIN!

YOU WON'T GET AWAY, WALL-CRAWLER!

THERE'S NO PLACE YOU CAN HIDE, HEAR?

LOOK! UP ABOVE--AT THAT WINDOW--IT'S SPIDER-MAN! HE'S LEAPING OUT WITH A GIRL IN HIS ARMS!

STORY BY: STAN LEE
ART BY: GIL KANE & JOHN ROMITA
LETTERED BY: ARTIE SIMEK

471 Z

THIS IS MY ONE CHANCE TO TOSS SUSPICION OFF MY PETER PARKER IDENTITY!

I CAN'T AFFORD TO BLOW IT!

LET ME GO!

LET ME GO!

THE FOOL IS HANDING ME THE ELECTION!

I DON'T LIKE BEING CALLED A KILLER, LADY!

YOUR FATHER'S DEATH WAS AN ACCIDENT!

I DIDN'T GO TO PARKER'S APARTMENT TO SEE HIM--

I WAS FOLLOW-ING YOU!

I DON'T CARE WHAT HAPPENS TO THE GIRL!

THIS'LL GIVE MY LAW AND ORDER CAMPAIGN THE PUSH IT NEEDS!

YOU MASKED MURDERER! YOU CAN'T FRIGHTEN ME!

THAT'S IT--TAKE YOUR ANGER OUT ON SPIDER-MAN--

SOONER OR LATER YOU'LL GET WHAT'S COMING TO YOU!

SO LONG AS THERE ARE MEN LIKE SAM BULLIT AROUND!

JUST SO LONG AS IT GETS PETER PARKER OFF THE HOOK!

SHE THINKS BULLIT'S LEGIT! SHE ACTUALLY TRUSTS THAT NO-GOOD RAT!

WHEN HE'S ELECTED D.A., HE'LL FINISH YOU!

SURE HE WILL!-- JUST LIKE GOLIATH FINISHED DAVID!

STOP WHACKIN' ME! YOU'D BE IN SOME SPOT IF I DROPPED YOU NOW!

I DUNNO WHAT THAT PIPSQUEAK PARKER SEES IN YOU!

DRUGS

MEANWHILE, AMONGST THE STARTLED ONLOOKERS BELOW, WE FIND--

SPIDER-MAN! CARRYING OFF SOME FRIGHTENED CHICK! LOOK HOW SHE'S STRUGGLING IN PANIC!

BOBBY--LOOK! OH, THAT POOR GIRL!

WHY DOESN'T SOMEBODY *DO* SOMETHING?

AGAINST *SPIDER-MAN?* BITE YOUR *TONGUE,* BABY!

SHE'S *RIGHT!* BUT I HAVE TO GET *RID* OF HER FIRST!

IT'S GETTING *LATE,* HONEY! I'LL CALL A *CAB* FOR YOU!

LATE? BUT--!

A GUY NEEDS HIS BEAUTY SLEEP!

TAXI!

I HATED TO *DO* THAT!

--SPECIALLY AFTER IT TOOK ME *WEEKS* TO FINALLY GET A *DATE* WITH HER!

PARK FROM 7AM TO 7 SUNDAY

BUT THIS IS *MORE* IMPORTANT!

I'VE BEEN OUT OF ACTION WITH THE *X-MEN* LONG ENOUGH, ANYWAY!*

BUT *THIS* TIME, I'LL HAVETA GO IT *ALONE!*

IT'LL ONLY TAKE *SECONDS* TO START *FREEZING UP!*

*X-MEN: A SECRET GROUP OF *MUTANTS,* EACH WITH A STRANGE, SUPERHUMAN *POWER* --AS IF YOU DIDN'T KNOW! --STAN.

OKAY, WEB-HEAD! YOU'RE A *BIG MAN* WITH A HELPLESS *FEMALE--*

BUT LET'S SEE HOW YOU DO AGAINST-- *ICEMAN!!*

A QUICK-FREEZE *ICE BRIDGE* WILL BE THE FASTEST WAY TO *REACH* HIM!

AND THEN-- IT'LL BE EVERY MAN FOR *HIMSELF!*

I'D BETTER MOVE *FASTER!*

THAT GUY'S NO *SLOWPOKE* HIMSELF!

NO PARKING PERMITTED THIS SIDE OF STREE

MAN! IT FEELS *GREAT* TO BE BACK IN *ACTION* AGAIN!

THERE HE *IS*--ACTING LIKE HE'S GOT THE WHOLE *CITY* ALL TO HIMSELF!

WELL, HAVE *I* GOT NEWS FOR *HIM!*

NOW THAT YOU'RE FINALLY *QUIET,* I'VE GOT SOME THINGS TO *TELL* YOU--

AND MAKE IT, *GOOD,* SON! MAKE SURE SHE *NEVER* TIES YOU IN WITH *PETER PARKER* AGAIN!

FIRST ABOUT THAT DUM-DUM *PARKER*--

YOU LOATHSOME, ARROGANT *SAVAGE!* YOU AREN'T EVEN FIT TO MENTION PETER'S *NAME!*

HE'S MORE *MAN* THAN YOU COULD EVER *HOPE* TO BE!

SHE'LL NEVER KNOW HOW I *LOVE* HER FOR--*HEY!*

WHAT'S *HE* DOING HERE?

YOU'VE *HAD* IT, YOU OVER-RATED *CREEP!*

I NEVER THOUGHT YOU'D STOOP TO PUSHING *FEMALES* AROUND!

NOW LET'S SEE WHAT YOU CAN DO AGAINST SOME REAL OPPOSITION!

OH, BROTHER! THIS I NEEDED?

HE THINKS HE'S PRO-TECTING POOR GWENDY--

AND I CAN'T EVEN EXPLAIN!

MY WHOLE PURPOSE WAS TO ACT LIKE A KING-SIZE HEEL--

--THE WAY GWEN COULD NEVER BELIEVE THAT PETER WOULD ACT!

AND NOW--THANKS TO MY USUAL LUCK--I'VE GOT A BRAND-NEW PROBLEM!

YOU'RE BARKIN' UP THE WRONG TREE, YOU FROST-BITTEN FREAK!

BUT, IF IT'S A FIGHT YOU'RE LOOKING FOR--

I'VE GOTTA GET RID OF HIM FAST-- BEFORE HE RUINS EVERYTHING!

A FIGHT, SPIDER-MAN? DON'T FLATTER YOURSELF!

YOU'RE NOT EVEN IN MY LEAGUE!

SLLLIPPP

I CAN HANDLE A *DOZEN* LIKE YOU-- WITHOUT CATCHING MY *BREATH!*

DO YOU NEED A SPECIAL *PASSPORT*-- FOR THAT *EGO TRIP* OF YOURS?

BE *CAREFUL*, ICEMAN! DON'T LET HIS *FLIPPANCY* DISARM YOU!

HE'S *KILLED* BEFORE-- AND HE MIGHT DO IT *AGAIN!*

RRREEEEEE

THERE HE *IS*-- UP ON THE *ROOF!*

--JUST LIKE I *TOLD* YOU!

WE'LL GET 'IM, MR. BULLIT!

POLICE! STARTING TO THROW A *CORDON* AROUND THE BLOCK!

EEEEE

IF I DON'T TAKE OFF *NOW*-- I'LL BE *TRAPPED* UP HERE!

S'MATTER, WALL-CRAWLER? WERE YOU HAPPIER FIGHTING A HELPLESS *GIRL?*

WHEN THE PEOPLE SEE HOW I'VE *HOUNDED* SPIDER-MAN-- HOW I'VE KEPT HIM ON THE *RUN*--

--I'LL HAVE THE ELECTION FOR D.A. ALL SEWN-UP! IT'LL BE A *LANDSLIDE!*

AND IF HE'S *CAPTURED* --OR *KILLED*--

--*SAM BULLIT* WILL BE ON HAND TO TAKE THE *CREDIT* FOR IT!

CAN'T WAIT ANY LONGER!

HAVE TO CUT OUT-- *WHILE I CAN!*

I JUST HOPE-- MY STORY WAS *CONVINCING* ENOUGH-- FOR *GWEN!*

SECONDS LATER--

WOW! WILL YA LOOK AT THAT!

IT'S ONE OF THE X-MEN! HE SAVED THE GIRL!

I DON'T LIKE IT! IT CRAMPS MY STYLE!

YOU'LL BE ALL RIGHT NOW! SPIDER-MAN'S GONE!

NO ONE ELSE MUST GET THE CREDIT!

I'VE GOTTA THINK FAST! MAYBE I CAN USE THAT HUMAN ICE-CUBE!

HOLD IT, SON! MY NAME'S SAM BULLIT--THIS TOWN'S NEXT D.A.! I WANNA TALK TO YOU!

SO TALK!

YOU DID A GOOD JOB-- BUT NOT GOOD ENOUGH!

NEXT TIME, SPIDER-MAN MUSTN'T ESCAPE!

THE PRESS IS EATIN' IT UP!

THEY THINK ICEMAN WORKS FOR ME!

STAY ON HIS TAIL! I WANT HIM CAUGHT--UNDERSTAND?

YEAH, YEAH-- SURE!

PERFECT! IT WORKED LIKE A CHARM!

NOW, IF ICEMAN DOES BEAT THE WEB-SPINNER, I'LL STILL TAKE THE CREDIT!

THEN, AS THE CAMPAIGN NEARS ITS FEVERISH CLIMAX--

I'LL BRING LAW AND ORDER TO THIS TOWN! LAW AND ORDER!

LAW and ORDER!

FINAL DAILY ... BU...

BULLIT VOWS TO CRUSH SPIDER-MAN!

ENLISTS AID OF ICEMAN TO TRAP WEB-SLINGER!

LAW and ORDER!

WITH SPIDER-MAN DEAD OR CAPTURED, NEW YORK WILL BE SAFE AGAIN!

MASKED MENACE A...

LAW and ORDER!

TELEPHONE, BULLIT!

ANSWER IT, CARTER! IF IT'S ANOTHER INTERVIEW, SAY I'M TOO BUSY!

I GOT THE ELECTION SEWED UP! DON'T NEED TO BOTHER ANYMORE!

IT'S JAMESON--FROM THE DAILY BUGLE! SOUNDS IMPORTANT!

I BETTER SEE WHAT THE OLD GOAT WANTS!

WHAT? YOU'RE THINKING OF WITH-DRAWING YOUR PAPER'S SUPPORT OF ME?!!

YOU'RE OUTTA YOUR MIND!

YOU WANT YOUR READERS TO THINK YOU'RE AGAINST LAW AND ORDER? YOU CAN'T BACK OUT NOW!

I CAN'T, HUH? I WOULDN'T BET ON IT, BULLIT!

NOW YOU'RE TALKIN', JJ!

AND KNOCK OFF THE THREATS, MISTER!

--WE'VE BEEN THREATENED BY EXPERTS!

YEAH, YEAH--I KNOW THE BUGLE'S SUPPORTED YOU UP TILL NOW--

--BUT THAT WAS BEFORE I LEARNED SOME THINGS!

WHAT'S WRONG, BOSS? WHAT'S THE RUSH? WHERE ARE YOU GOING?

WE'RE GOING, MISTER! YOU'RE COMING WITH ME!

WE'RE PAYIN' A LITTLE VISIT TO JONAH JAMESON!

NO ONE'S GONNA PULL THE RUG OUT FROM UNDER ME WHEN I'M THIS CLOSE TO BEIN' D.A.!

AND IF JAMESON THINKS HE'S BIG ENOUGH TO BUCK ME--WE'LL HAVE TO DO A LITTLE CONVINCING!

THAK

YEAH, BOSS --AND WE GOT A MIGHTY GOOD ARGUMENT!

MINUTES LATER--

WHAT'S THAT? BULLIT OUTSIDE, WITH ONE OF HIS BODYGUARDS?

BODYGUARD, MY FOOT, JJ! IT'S ONE OF THE HOODS ON HIS PAYROLL!

JUST SEND BULLIT IN! I DON'T NEED A CONVENTION!

NOW YOU'RE WISIN' UP, MAN! BUT WATCH YOURSELF!

ALL RIGHT, NEWSMAN! IF YOU KNOW SOMETHING, SPILL IT!

THAT'S JUST WHAT I INTEND TO DO--

--RIGHT ON THE FRONT PAGE!

WHEN YOUR STRONGARM BOYS TRIED TO PUT THE MUSCLE ON PARKER THE OTHER DAY*, THEY FORGOT HE WORKS FOR THE BUGLE!

THE KID TOLD US WHAT HAPPENED --AND IT SMELLS, MISTER!

SO THAT'S WHAT YOU GOT IN YOUR CRAW, HUH?

*BULLIT'S MEN DID IT LAST ISH, HOPING TO LEARN ABOUT SPIDER-MAN FROM PETER! --STRAIGHTFORWARD STAN.

THERE'S LOTS MORE, BULLIT! PARKER'S STORY JUST SERVED TO OPEN JAMESON'S EYES--

BUT I'VE KEPT A DOSSIER ON YOU--

I HAVEN'T BEEN CITY EDITOR ALL THESE YEARS FOR NOTHING!

I KNOW WHERE YOUR SUPPORT COMES FROM! I KNOW ABOUT THE LUNATIC HATE GROUPS WHO ARE BACKING YOU!

I KNOW WHAT YOU REALLY MEAN BY-- LAW AND ORDER!

I KNOW WHAT YOU THINK OF MINORITY GROUPS--AND THE PLANS YOU'VE GOT FOR THEM!

ANYONE EVER TELL YA YOU KNOW TOO MUCH, BLACK MAN?

SHUDDUP! ROBBIE IS GONNA HANG YOU, BULLIT!

MY PAPER'S ACTING ON THE EVIDENCE HE'S GATHERED! WE'RE RENOUNC-ING OUR SUPPORT OF YOU!

WE'RE SWITCHING TO NELSON!

YOU'VE HAD IT, BIGOT!

AND DON'T THINK WE'RE *BLUFFING*, MAN! I'VE GOT IT ALL *DOWN* HERE--NAMES, DATES AND PLACES!

TELL 'IM HE CAN *SHOVE* IT, JAMESON! EVIDENCE DON'T MEAN *NOTHING* UNLESS YA CAN *USE* IT!

AND SAMBO AINT *NEVER* GONNA USE IT!

GET *OUT*, BULLIT! YOU'RE TURNING MY *STOMACH!*

I THINK HE JUST QUIT OUR *FAN CLUB*, JONAH!

SLAM!

NOW AINT THAT A *SHAME?*

I'M GLAD YOU LISTENED TO *PARKER*, JJ! I *HOPED* IT WOULD OPEN YOUR EYES!

NUTS! I HAD BULLIT PEGGED ALL THE *TIME!*

BUT YOU BETTER *WATCH* YOURSELF, ROBBIE!

HE CAN BE *DANGEROUS!*

LATER, IN THE HALL OUTSIDE--

IT'S LUCKY I STAYED AROUND!

THOSE ARE THE SAME TWO *HOODS* WHO HASSLED ME *BEFORE!*

AND *NOW*-- THEY'RE HEADING FOR *ROBBIE'S* OFFICE!

I *THOUGHT* SOMETHING LIKE THIS MIGHT HAPPEN!

I *THOUGHT* SO! HE'S *LEAVING* WITH THEM!

AND I'M BETTING THAT IT ISN'T 'CAUSE HE LIKES THEIR *COMPANY!*

YOU DON'T REALLY EXPECT TO GET *AWAY* WITH THIS?

JUST KEEP *WALKIN'*, SMART GUY!

I WAS *RIGHT!*

IT'S LIKE WATCHING AN OLD *HUMPHREY BOGART* MOVIE!

ONLY THIS IS FOR *REAL!*

ONE THING ABOUT BULLIT--HE SURE DOESN'T WASTE ANY *TIME!*

AND THE SAME BETTER GO FOR *SPIDER-MAN!*

I OUGHTTA MAKE THE ROOF 'WAY BEFORE THEY CAN REACH THE STREET!

KEEP OFF

ROOF

PERFECT! THEY'RE JUST WALKING OUT OF THE BUILDING NOW!

THAT JUST GIVES ME TIME TO GET INTO MY LITTLE PLAY SUIT!

--'CAUSE NOTHING'S GONNA HAPPEN TO ROBBIE ROBBERTSON IF OL' SPIDEY CAN HELP IT!

DRUGS

AND A SWINGER LIKE ME CAN EASILY KEEP TABS ON ONE UNSUSPECTING SEDAN!

HILTON

MEAT

BUT THEN, SUDDENLY--

ZAP!

CAREFUL, LITTLE MAN!

I WOULDN'T WANT YOU TO FALL!

ICEMAN AGAIN!

OH NO! NOT AT A TIME LIKE THIS!

IF THAT ANIMATED *SNOWMAN* THINKS HE'S STOPPING *ME*--

--HE BETTER *FORGET IT!*

THWIPP!

THAT'LL SHOW HIM WHO HE'S *UP* AGAINST!

VERRRRY CLEVER, WEBHEAD!

TOO BAD IT WON'T DO YOU ANY *GOOD!*

12

THE WAY HE *TRAVELS*-- MAKING AN *ICE BRIDGE* AS HE GOES--

I NEVER SAW ANYTHING *LIKE* IT!

OKAY-- THAT'S FAR *ENOUGH!*

YOU CAN'T *SWING* WHEN YOU CAN'T SEE WHERE YOU'RE *GOING!*

AN *ICE SCREEN*-- TOSSED IN *FRONT* OF ME--BLOCKING MY *VISION!*

NOW WHAT'S HE DOING?

KUR-RRRASH

13

LOOK, WHY DON'T YOU *GIVE UP* BEFORE YOU MAKE ME *HURT* YOU?

THEN YOU AND I CAN VISIT SOME NICE, COZY *POLICE STATION!*

WHAT *ARE* YOU? SOME KINDA *NUT?*

HOLY SMOKE! WHILE I'M UP *HERE*--WHAT ABOUT *ROBBIE?*

I'M IN *LUCK!* THEY WERE SLOWED DOWN BY THE *TRAFFIC!*

LOOK, KID--YOU'RE BARKING UP THE WRONG *TREE!*

SEE THAT *CAR* DOWN THERE? I MUSTN'T *LOSE* IT!

YOU'RE NOT CHASING *ANY* CAR IF I CAN HELP IT!

WHY *NOT?* SOME *OTHER* CHICK INSIDE THAT YOU'RE TRYING TO GET HOLD OF?

AND YOU BETTER BELIEVE I *CAN!*

IT'LL TAKE MORE THAN A HUNK OF *ICE* TO HOLD *ME,* BIG MOUTH--

--SPECIALLY WHEN A GUY LIKE *ROBBIE* NEEDS MY HELP!

NOW DON'T TRY ANYTHING *ELSE*--

THWIPP!

'CAUSE I'M *THRU* KIDDING AROUND!

OH, YOU *ARE,* HUH?

WHAT DO YOU THINK?!!

WITH YOUR ICE BRIDGE SMASHED-- YOU'RE HELPLESS!

THAT'LL HOLD HIM!

BY THE TIME HE GETS FREE, IT'LL BE TOO LATE TO STOP ME!

AND SO, THE CHASE BEGINS ANEW--

425

FOR ONCE I'M IN LUCK--

THERE THEY ARE AGAIN!

I'LL NEVER COMPLAIN ABOUT HEAVY TRAFFIC AGAIN!

KEEP YOUR CITY CLEAN

IT KEPT ME FROM LOSING THEM!

WELL, WELL-- THE OLD ABANDONED WAREHOUSE ROUTINE!

THEY MUST HAVE BEEN BROUGHT UP ON GRADE-B MOVIES!

INSIDE, MISTER! THE BOSS IS WAITING FOR YA!

AND THERE'S BULLIT --LIKE A POOR MAN'S EDWARD G. ROBINSON!

TIE 'IM UP, BOYS!

SO--YOU'VE BEEN KEEPING A FILE ON ME, HUH?

NOT VERY SMART, BLACK MAN!

ROBBY'S IN TROUBLE! BULLIT MEANS BUSINESS!

MEANWHILE--

I SAW HIM SWING ONTO THIS ROOF--

THERE! THAT OPEN SKYLIGHT PANEL! I'VE GOT 'IM!

AND THIS TIME HE'S-- HEY! WHAT'S GOIN' ON DOWN THERE?

WITH YOU GONE, YOUR FILE'S WORTH-LESS!

YOU CAN'T KEEP ME PRISONER FOREVER!

WHO'S TALKIN' ABOUT KEEPING YOU A PRISONER?

THE WEB-SPINNER WAS TELLING THE TRUTH!

HE WAS CHASING THEIR CAR!

YOU WON'T BE THAT LUCKY!

THE BIG-MOUTH LOOKS TIRED! SEE THAT HE GETS A REST, CHARLIE--

--A LONG ONE!

I'M LEAVING --SO DO IT NOW!

IT'S ICEMAN! HE'S SMILING!

HE HEARD THEM! HE'S WITH ME NOW!

SO YOU WERE GONNA BLOW THE WHISTLE ON THE BOSS, HUH?

SKIP THE TALK, CHARLIE! LET'S BLAST 'IM!

GO AHEAD! IF YOU'RE WAITING FOR ME TO CRAWL --FORGET IT!

THWIPP! SPLUNNK!

HEY! WHA--?!?!

ZOWEEE, WEBHEAD! DO YOUR THING!

BUT LEAVE SOME FOR ME!

SPIDER-MAN!

WATCH IT!

THERE'S MORE!

RELAX! I'LL SET 'EM UP FOR YOU--

HEY! WHAT'S HE DOIN'--??

GET 'EM! QUICK!

DOES THIS ANSWER YOUR QUESTION?

BT OWG!

WOW! NOT BAD FOR A GUY WITH NO TALENT!

BUT WHAT DO YOU DO FOR AN ENCORE?

YOU WANNA SEE ME IMPERSONATE CAGNEY

LEMME GET THESE *ROPES* OFF YOU, FELLA!

WHOOSH! NEXT TIME LET *SPIDER-MAN* DO IT!

YOU'VE GOT *COLD HANDS,* MISTER!

I DUNNO HOW YOU TWO *FOUND* ME--BUT *THANKS!*

WHAT ABOUT *BULLIT?* HE COULD BE HALF-WAY TO *SIAM* BY NOW!

NOT A *CHANCE!* HE DIDN'T COUNT ON ANYTHING GOING *WRONG!*

YOU MEAN--HE'LL THINK HE'S *SAFE* NOW?

SURE! AND--*HEY!*

THE OTHERS WERE *HIDING!*

THEY'RE MAKING A *BREAK* FOR IT!

GET *OUTTA* HERE--*FAST!*

BEFORE THEY CAN *GRAB* US!

MOVE IT!

WE GOTTA REACH *BULLIT*--AND *WARN* 'IM!

STAY WHERE YOU *ARE,* SPIDEY!

NO NEED TO TIRE YOURSELF OUT--

HANDLE WITH CA

I'VE BEEN *WAITING* FOR A CHANCE TO DO THIS--

ZOOSH!

OKAY, GROUP--THAT'S FAR *ENOUGH!*

HUH?

KNOW SOME-THING, ICEY--?

IT WAS *WORTH* WAITING FOR!

HERE THEY *COME*-- JUST AS *PLAYFUL* AS YOU PLEASE!

MAYBE WE SHOULD CHARGE 'EM AN *AMUSEMENT TAX?*

THE BOSS'LL HAVE OUR *HIDES* FOR THIS!

NEVER MIND *HIM!* WHAT'RE *THEY* GONNA DO?

HE WANTS TO KNOW WHAT WE'LL *DO* TO THEM!

NICE OF HIM TO ASK!

HANDLE

NOW THAT THEY TOLD US WHERE TO *FIND* HIM--

LET'S NOT KEEP BULLIT *WAITING!*

HEY! YOU CAN'T DRAG US *AROUND* LIKE THIS!

NO? HOW DO YOU *WANNA* BE DRAGGED?

MINUTES LATER, AT A FUND-RAISING BANQUET--

I WILL BRING *LAW AND ORDER* TO THE PEOPLE OF THIS GREAT CITY!

I WILL SHOW *NO MERCY* TO THE *ANARCHISTS* AND ALL *OTHERS* WHO WOULD *DESTROY* OUR WAY OF LIFE!

SAM BULLIT WILL BE A *FIGHTING* D.A. --A *FEARLESS* D.A.!

SAM BULLIT STANDS FOR *LAW AND ORDER!* SAM BULLIT WILL NOT BE *INTIMIDATED* BY HIS ENEMIES--BY THE TURN-COAT *NEWSPAPERS*--OR BY THE SO-CALLED *SUPERHEROES* WHO ARE *AFRAID* OF ME!

SAM BULLIT IS A LIAR-- AND A CROOK!

WHO SAID THAT?

LOOK! OVER THERE--IN THE DOORWAY!

NO! NO! IT ISN'T POSSIBLE!

IT'S ALL OVER, BULLIT!

YOUR GUNNIES SPILLED EVERYTHING TO THE POLICE!

AND SO DID JOE ROBERTSON!

NO! NO! HE'S DEAD! ROBERTSON IS DEAD!

HE HAS TO BE! MY BOYS NEVER FAIL ME!

LIKE THEY SAY-- THERE'S ALWAYS A FIRST TIME!

LIES! ALL A PACK OF LIES! IT'S A FRAME-UP!

THEY'RE OUT TO GET ME--'CAUSE I'M FOR LAW AND ORDER!

WAIT! COME BACK! DON'T-- DON'T LEAVE ME! LISTEN TO ME--!

COME BACK!

LET'S GO, MR. BULLIT! --THE PARTY'S OVER!

NEXT ISSUE:

THE LADY AND THE PROWLER

SPIDER-MAN

15¢ | 93 FEB

MARVEL COMICS GROUP

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

WHATEVER HAPPENS TO YOU *NOW*, WEB-SLINGER-- YOU *DESERVE* IT!

HE'S BACK! MORE *DANGEROUS* THAN EVER!

ROMITA

IT'S *ACTION* ALL THE WAY WHEN SPIDEY TACKLES--

THE PROWLER!

THE AMAZING SPIDER-MAN!™

THE LADY AND-- THE PROWLER!

CAPT. GEORGE STACY, THE FATHER OF THE GIRL OUR HERO LOVES, IS DEAD--AND THE WORLD MISTAKENLY BLAMES SPIDER-MAN!

I WAS TRYING TO--SAVE HIM--

--BUT WHO'D EVER BELIEVE ME--NOW?

FINAL BUGLE

SPIDER-MAN STILL SOUGHT IN DEATH OF CAPT. STACY!

TORTURED BY SORROW AND DOUBT, THE BEAUTIFUL GWEN STACY CAN'T UNDERSTAND WHY PETER PARKER HAS BEEN AVOIDING HER AT THIS TIME--JUST WHEN SHE NEEDS HIM THE MOST--

I THOUGHT HE LOVED ME--AS I LOVE HIM.

BUT, EVER SINCE SPIDER-MAN KILLED MY FATHER--PETER HAS BEEN ACTING SO STRANGELY-- I HARDLY EVER SEE HIM.

POOR, GRIEVING GWEN, HOW CAN SHE KNOW THAT PETER PARKER AND SPIDER-MAN--THE ONE SHE LOVES, AND THE ONE SHE HATES --ARE THE VERY SAME PERSON?

BY STAN LEE and JOHN ROMITA

ARTIE SIMEK, LETTERER

WITHOUT DAD-- WITHOUT PETER-- MY WHOLE LIFE SEEMS SO EMPTY-- SO--

THE PHONE! PLEASE-- PLEASE LET IT BE PETER.

RRRIN NN G!

GWENDOLYN, THIS IS YOUR UNCLE ARTHUR --IN LONDON.

I JUST LEARNED THE TERRIBLE NEWS-- ABOUT POOR GEORGE.

DAD'S OLDER BROTHER. I HAD ALMOST FORGOTTEN.

YOU'RE ALONE NOW, DEAR. YOUR AUNT AND I WANT YOU TO COME AND STAY WITH US.

YOU'LL HAVE A HOME--A FAMILY. IT'S WHAT GEORGE WOULD HAVE WANTED.

THEY WERE ALWAYS THE DEAREST COUPLE. BUT, WHAT ABOUT PETER?

IT'S SO KIND OF YOU BOTH. BUT I NEED TIME TO THINK.

OF COURSE, CHILD. CALL WHEN YOU CAN.

IT WOULD BE WONDERFUL --SEEING THEM AGAIN--

BUT HOW CAN I GO--AND LEAVE PETER?

UNLESS--HE NO LONGER CARES.

BZZZ

PETER!

HER EYES ARE SO RED. SHE'S BEEN CRYING. I--FEEL LIKE SUCH A HEEL... AND YET--

HI, GWENDY. SORRY I COULDN'T COME BY SOONER.

IS--ANY-THING WRONG, PETER?

NOTHING--'CEPT I'M SPIDER-MAN--THE ONE YOU THINK KILLED YOUR DAD!

NO, HONEY. I--JUST HAD SOME LOOSE ENDS--TO TIE UP.

I JUST HAD A CALL-- FROM MY AUNT AND UNCLE--IN LONDON.

THEY WANT ME TO GO THERE--TO LIVE WITH THEM.

DO YOU-- WANT TO?

I HAVE TO, PETER. THERE'S NOTHING TO KEEP ME HERE.

I CAN'T LET HER LEAVE ME--I CAN'T. I HAVE TO PROPOSE-- NOW...

NO, GWEN-- NO! I WANT YOU TO STAY.

I--I LOVE YOU, GWENDY.

OH, PETER--PETER... I LOVE YOU, TOO.

MY LOVE FOR YOU-- IS EVEN STRONGER THAN--MY HATRED OF SPIDER-MAN.

SPIDER-MAN! FOR A MINUTE --I ALMOST FORGOT.

PETER-- WHAT IS IT? WHAT'S WRONG?

IT'S--NO GOOD, GWEN. I HAVEN'T-- THE RIGHT...

I CAN'T ASK YOU--TO STAY HERE--TO STAY WITH ME.

CAN'T? OF COURSE YOU CAN.

WHAT YOU MEAN IS-- YOU WON'T.

IT'S ALL RIGHT, PETER. I--UNDER-STAND.

I SHOULDN'T HAVE--THROWN MYSELF AT YOU THAT WAY.

I'M--VERY TIRED. DO YOU MIND IF--I DON'T SEE YOU-- TO THE DOOR?

SHE THINKS I DON'T LOVE HER. SHE THINKS I WANTED OUT.

SHE'LL NEVER KNOW--I FEEL AS IF--MY WHOLE LIFE JUST ENDED.

SHE MEANS MORE TO ME THAN ANYTHING ELSE IN THIS WHOLE, CRAZY WORLD.

BUT I CAN NEVER LET HER KNOW IT.

SKREECH

--NOT AS LONG AS SHE THINKS SPIDER-MAN IS THE ONE WHO KILLED HER FATHER.

'CAUSE SOONER OR LATER SHE'D HAVE TO LEARN-- MY SECRET.

AND, HOW COULD I FACE HER-- AFTER SHE KNOWS-- WHO SPIDER-MAN REALLY IS?

SPIDER-MAN! SPIDER-MAN! SPIDER-MAN! HE'S RUINED MY ENTIRE LIFE!

ALL HE'S EVER BROUGHT ME HAS BEEN TROUBLE-- AND SORROW--AND TRAGEDY!

AND NOW-- HE'S ROBBED ME OF THE GIRL I LOVE!

I HATE HIM-- HATE HIM-- HATE HIM!

BUT I'M TRAPPED. I CAN NO MORE STOP BEING SPIDER-MAN THAN I CAN STOP BREATHING.

I NEED THE EXCITE-MENT--AND THE ACTION-- AND THE DANGER.

AND NOW I NEED IT--MORE THAN EVER.

IT'S THE ONLY THING THAT MIGHT STOP ME --FROM GOING OUT OF MY MIND!

THWIPP!

I'VE GOT TO GO INTO MY ACT-- FIND SOMETHING TO DO, SOME ENEMY TO TACKLE.

ANYTHING, AS LONG AS IT KEEPS ME ON THE GO--

--AS LONG AS IT TAKES MY MIND OFF GWEN.

LOOK AT THEM DOWN THERE-- NOTICING ME-- POINTING TO ME-- ENVYING MY POWER.

THEY DON'T KNOW-- I'D TRADE PLACES WITH ANY OF THEM.

'CAUSE NONE OF THEM COULD HAVE THE TROUBLES --THE HANG-UPS--THAT I DO.

THE FOOLS! THEY DON'T KNOW HOW LUCKY THEY ARE!

BUT, SOMEWHERE IN THE CITY, THERE IS ONE WHO SEEMS TO BE EQUALLY AS TROUBLED--

HOBIE HONEY, I'VE BEEN READING TO YOU ALL ABOUT THIS HOUSE FOR SALE, AND YOU HAVEN'T HEARD A WORD.

HUH? OH, SORRY, MINDY.

GUESS I BEEN DAY-DREAMIN'!

MISTER BROWN, IT WAS YOUR IDEA TO LOOK FOR A HOME--FOR WHEN WE GET MARRIED, REMEMBER?

SURE, BABY--SURE. I JUST GOT OTHER THINGS ON MY MIND RIGHT NOW.

THERE'S SOMETHIN'--I GOTTA DO.

LOOK, MINDY--I'M GONNA SPLIT FOR A WHILE TO TAKE CARE OF SOME BUSINESS.

YOU JUST STAY PUT 'N FINISH READIN' THOSE ADS, HEAR?

CAN'T I GO WITH YOU, HOBIE?

NOT THIS TIME, LADY.

I HATE IT WHEN YOU ACT MYSTERI-OUS LIKE THIS.

NOTHIN' MYSTERIOUS, BABY. JUST A GUY I GOTTA SEE.

TAKE CARE OF YOURSELF, MR. BROWN.

SEE YOU LATER, BEAUTIFUL.

I HAD TO GET AWAY. HAD TO HAVE TIME TO THINK--

TIME TO MAKE UP MY MIND ABOUT--SPIDER-MAN.

"I REMEMBER, A FEW MONTHS AGO*, WHEN HE ASKED ME TO IMPERSONATE HIM--"

I OWE 'IM THIS FAVOR--

--BECAUSE HE DIDN'T BLOW THE WHISTLE ON ME WHEN HE COULD HAVE.

MY OWN CLAW GLOVES INSIDE O' HIS WILL MAKE IT LOOK LIKE I'M WALL-CRAWLIN'--LIKE HE DOES.

*SPIDEY #87, TO BE EXACT. --STAN.

I DUNNO WHY HE WANTS ME TO **DO** THIS... BUT WHAT THE HECK.

IT'S **SPIDER-MAN!**

SO FAR SO **GOOD.**

"I REMEMBER SEEIN' **CAPTAIN STACY** THERE WITH HIS **DAUGHTER** 'N A COUPLE OF **OTHER** KIDS--"

"AND THEN I **TOOK OFF**--LIKE SPIDER-MAN **TOLD** ME TO DO."

I **FORGOT** ABOUT THE WHOLE THING--TILL I READ ABOUT STACY'S **DEATH.**

NOW, I'VE GOTTA **KNOW**-- DID THE WALL-CRAWLER REALLY **KILL** 'IM?

DAILY

SPIDER-MAN SOUGHT IN DEATH OF CAPT. STACY!

AND--THE ONE THING THAT'S BEEN **HAUNTING** ME--

DID SPIDER-MAN MAKE **ME** SOME SORT OF **ACCOM-PLICE**-- WITHOUT MY EVEN **KNOWING** IT?

WHOEVER HE REALLY **IS,** I THOUGHT SPIDER-MAN WAS A **FRIEND** OF MINE.

BUT--IF HE **USED** ME-- IF HE MADE A **GOAT** OUTTA ME--

I CAN'T TAKE IT LYIN' **DOWN.**

WE KNOW THAT SPIDEY MERELY WANTED TO PREVENT **GWEN** OR HER FATHER FROM SUSPECTING THAT HE WAS **PETER PARKER**--BUT, SINCE HE COULDN'T TELL **HOBIE,** HERE WE GO **AGAIN**--

AND WHATEVER **HOBIE BROWN** CAN'T TAKE--

--THE **PROWLER** CAN'T TAKE EITHER!

I HOPED I'D NEVER HAVE TO **USE** THIS GET-UP AGAIN--

BUT I CAN'T **FIGHT** IT ANY LONGER.

ANYWAY, THE *FIRST* TIME THE PROWLER STRUCK, I WAS JUST A KNOW-NOTHIN' *KID*--

I WAS HARDLY WET BEHIND THE EARS--WHICH IS WHY *SPIDER-MAN* WAS ABLE TO *BEAT* ME.

BUT I LEARNED A *LOT* SINCE THEN. I'M OLDER, SMARTER, *STRONGER.*

AND WHAT'S *MORE*--I'VE GOT A REAL *MISSION.*

JUST FOR THE SAKE OF MY OWN *CON-SCIENCE*--

I'VE GOT TO BRING SPIDER-MAN TO JUSTICE!

IT'S THE ONLY WAY TO EASE THIS FEELING OF *GUILT* THAT'S BEEN *CHOKING* ME.

'CAUSE *NOBODY* CAN MAKE A *FALL GUY* OUT OF THE *PROWLER.*

EVERYTHING TESTS *OUT.* MY *PELLET SHOOTERS* ARE AS SWIFT AND SURE AS *EVER.*

ZASK

AND, WITH MY BUILT-IN *CLAWS,* NO SHEER *WALL* CAN STOP ME.

THIS TIME THE PROWLER'S *UNBEAT-ABLE!*

THE *LAST* TIME I SAW SPIDER-MAN WAS AT *CAPT. STACY'S* APARTMENT--

SO *THAT'S* WHERE I'LL START MY SEARCH *NOW.*

MEANWHILE...

IT'S *NO* USE. I CAN'T *DO* IT.

TRY AS I MAY-- I *CAN'T* GET GWENDY OUT OF MY MIND.

NO AMOUNT OF WEB-SWINGING CAN MAKE ME *FORGET* HER.

NOR CAN IT END MY *HATRED* OF WHAT I'VE *BECOME.*

LOOK AT ME-- A MASKED *FUGITIVE--* *TRAPPED* BY MY OWN SECRET IDENTITY.

OKAY-- I'VE *HAD* IT. AT LAST I *KNOW* WHAT I'VE GOT TO *DO.*

FIRST, I'LL GO BACK TO WHERE I STASHED MY *STREET CLOTHES*--

THEY'RE DOWN *THERE*-- JUST BELOW.

AND NOW-- I'M HEADING BACK TO *GWENDY.*

SINCE MY *SECRET IDENTITY* HAS ALWAYS BEEN AT THE ROOT OF ALL MY *TROUBLES*--

IT'S ABOUT TIME I *ENDED* THE WHOLE BIT.

IF I LOVE GWEN, I'VE GOT TO *LEVEL* WITH HER.

I'VE GOT TO TELL HER WHO I AM!

HEY--LOOK, UP *THERE*-- IT'S *SPIDER-MAN!*

WE'VE GOTTA BRING 'IM *IN.*

IT'LL BE A *CINCH*--AS SOON AS WE TEACH THIS JALOPY TO *FLY.*

LET'S GO AFTER HIM *ANYWAY.* MAYBE WE'LL GET *LUCKY.*

THERE *MUST* BE A WAY TO MAKE HER *UNDERSTAND*--

TO TELL HER THE *TRUTH* ABOUT HER FATHER'S DEATH.

I CAN'T SPEND A LIFETIME LIVING A *LIE.*

THERE SHE *IS,* BUT--

OH *NO*-- SHE'S JUST SITTING THERE-- *CRYING.*

IT SEEMED SO *SIMPLE,* WHILE I WAS ALONE ON THE ROOFTOPS.

BUT NOW THAT I *SEE* HER THERE--ALL *BROKEN UP--*

NO! I MUSTN'T *WEAKEN.* I'VE *GOT* TO GO THRU WITH IT.

NO MATTER *WHAT* HAPPENS--THINGS *CAN'T* BE ANY *WORSE.*

I'LL--TAP ON THE WINDOW--

WAIT! WHAT'S *THAT?*

WHY IS MY *SPIDER SENSE* STARTING TO *TINGLE?*

ZZZK!

SOME-THING *FIRED* AT ME!

IF I HADN'T MOVED *BACK--*

FIRST YOU KILLED HER *FATHER--*

NOW YOU'RE AFTER THE *GIRL.*

BUT NOT IF THE *PROWLER* CAN HELP IT!

IT'S *HOBIE BROWN!* BUT WHY? *WHY?*

HE MUST HAVE HEARD THE *NEWS!* HE BELIEVES THE *REPORTS*--

HE THINKS THAT I KILLED CAPTAIN STACY.

AND NOW HE THINKS I'M AFTER *GWEN.*

WHAT'S *THAT*-- OUTSIDE MY *WINDOW?*

SHE *SEES* ME-- BUT, THIS ISN'T THE WAY I *WANTED* IT.

THAT *LOOK* IN HER EYES--ALL I'VE DONE IS *FRIGHTEN* HER.

DON'T BE *SCARED,* KID. *HE* WON'T HURT YOU.

NOT WITH THE *PROWLER* HERE.

I CAN'T *STAY*--IT'S TOO *DANGEROUS.*

YOU'RE *FAST,* WALL-CRAWLER --BUT IT WON'T TAKE ME LONG TO GET THE *RANGE.*

THIS IS *TOO MUCH!* JUST A FEW *DAYS* AGO IT WAS *ICEMAN* WHO ATTACKED ME WITHOUT WARNING*--AND NOW, THE *PROWLER!*

IT'S AS THOUGH *FATE* ITSELF IS CONSPIRING TO KEEP ME FROM *GWEN.*

BUT I WON'T LET *ANYTHING* KEEP US APART. I *WON'T!*

GIVE UP, SPIDER-MAN. I'M NOT OUT TO *INJURE* YOU.

ZASK!

11

*"A FEW DAYS" TO **SPIDEY**--BUT IT WAS **LAST ISH** TO **US**, REMEMBER? --STAN.*

OKAY-- IF YOU WANNA DO IT *YOUR* WAY, THAT'S ALL RIGHT WITH *ME.*

HOBIE-- STAY *BACK.* YOU'VE GOT IT ALL *WRONG,* FELLA.

I DIDN'T KILL STACY. I WAS TRYING TO *SAVE* HIM.

YOU'VE GOTTA *BELIEVE* ME.

WHY *SHOULD* I?

EVEN IF YOU *WERE* GUILTY-- YOU'D STILL *DENY* IT!

12

SO LONG AS YOU'RE *WANTED* BY THE FUZZ--I'M OUT TO *GET* YOU.

'SPECIALLY SINCE YOU TRICKED ME INTO *HELPING* YOU THAT TIME.

IT *WASN'T* A TRICK.

IF YOU'D JUST LET ME *EXPLAIN...*

NUTS! WHO AM I *KIDDING?*

IT'S TOO *LATE* TO EXPLAIN. TOO LATE FOR *ANYTHING.*

BUT I'VE GOTTA LEAD HIM AWAY FROM *GWEN.*

YOU CAN'T KEEP RUNNING *FOREVER.*

SOONER OR LATER I'LL *GET* YOU.

13

MY BEST BET IS THE *TALLER* BUILDINGS--

SINCE HE HAS TO *CLIMB* AFTER ME, THEY'LL *SLOW* HIM DOWN.

THERE HE *IS.* I *KNEW* WE'D SPOT 'IM AGAIN.

AND THERE'S SOMEONE *ELSE* AFTER HIM--UP ON THAT *ROOF.*

CONTACT THE *PRECINCT,* JOE--ON THE *DOUBLE.*

I'M 'WAY *AHEAD* OF YA, CHARLIE.

5

I *KNOW* YOU'RE UP THERE.

THERE'S *NO* PLACE YOU CAN HIDE THAT I CAN'T *REACH.*

I'M STARTING TO *REALIZE* THAT.

--WHICH IS WHY I'VE GOT TO *OUT-FLANK* YOU.

HIDING WON'T HELP. I *KNOW* YOU'RE HERE *SOME-WHERE.*

14

GOT YOU!

NOW YOU'LL HAVE TO LISTEN TO REASON.

OH NO-- YOU DON'T STOP ME THIS TIME.

--NOT WHEN I CAN THROW US BOTH DOWN THRU THE SKYLIGHT.

WHAT DO I DO? HE'S DETERMINED TO BEAT ME.

I'M NO BLEEDING HEART DO-GOODER, MAN--

BUT, IF YOU USED ME IN SOME KIND OF MURDER SCHEME--

YOU'RE STALLING FOR TIME--TRYING TO FIGURE HOW TO ESCAPE ME.

BUT YOU CAN'T! THIS TIME I'M GONNA-- HEY!

I-- KICKED TOO HARD --LOOSENED MY CLAW-HOLD--

I DIDN'T USE YOU...

I NEVER MURDERED ANYONE.

HE'S FALLING!

HOBIE!

TOO LATE! CAN'T REACH HIM!

MAYBE MY WEBBING CAN CATCH HIM IN TIME.

NO! HE'S FALLING TOO FAST --TOO FAR AWAY!

THWIPP!

YOUR CLAWS, HOBIE-- REACH OUT WITH YOUR ARMS--

LET YOUR CLAWS BREAK YOUR FALL!

MY CLAWS! OF COURSE--

HE DID IT! NOT ENOUGH TO HOLD HIM--

--BUT AT LEAST IT LESSENED THE IMPACT.

HE'S STILL BREATHING. HAVE TO GET HIM TO THE HOSPITAL.

EASY, SPIDEY-- EASY.

ONE MISSTEP COULD BE HIS FINISH.

MADE IT.

BUT I'VE GOT TO GET RID OF HIS *COSTUME* FIRST.

IT'S WHAT I'D WANT *HIM* TO DO FOR *ME.*

THE *INCINERATOR* IS JUST THE THING.

I *KNEW* IT. THERE HE *IS*--ON THE *ROOF.*

HOLD IT, CHARLIE. THERE'S SOMEONE *WITH* 'IM!

WE CAN'T TAKE ANY *CHANCES.*

IT'LL TAKE HIM A *WHILE* TO MAKE ANOTHER *COSTUME*--WITH ALL THOSE BUILT-IN *GADGETS.*

AND THE LONGER THE *BETTER,* FAR AS *I'M* CONCERNED.

WE'VE GOTTA LET HIM *GO.*

BUT WE'LL *GET* 'IM--SOONER OR LATER.

NOW, ALL I'VE GOT TO DO IS FIND AN *EMPTY* ROOM--

REST EASY, PAL. I'LL CALL THE *DESK,* AND GET A *DOCTOR* UP HERE.

SO FAR, SO GOOD.

NOW, JUST ONE *MORE* CALL--

HE *COULDN'T* HAVE WALKED HERE *ALONE...* AND YET--

MINUTES LATER--

I'M LOOKING FOR HOBIE BROWN. I--RECEIVED A CALL--

OH YES. HE'S IN THE FOURTH ROOM --JUST DOWN THE HALL.

HOBIE! WHAT--OH, HE--HE'S UNCONSCIOUS. WHAT IS IT, DOCTOR? WHAT HAPPENED?

HE'S SLEEPING NOW, MISS. WE GAVE HIM A SEDATIVE.

HE'S BEEN BADLY BRUISED, BUT HE'LL PULL THRU ALL RIGHT.

HOBIE, HOBIE--WHATEVER IS WRONG--WHATEVER'S THE MATTER--I'LL STICK BY YOU. I SWEAR IT.

I GUESS THAT'S MY EXIT LINE.

HOW LUCKY CAN YOU BE--WITH A GAL LIKE THAT?

3F

AND YET, GWENDY IS THE SAME TYPE--JUST AS DEVOTED--JUST AS LOYAL.

I CAN'T LET HER GO--I JUST CAN'T.

AND THIS TIME I WON'T!

HEY! WHAT IS THIS?

SOMEONE ELSE IN HER APARTMENT--SOMEONE WHO'S UNPACKING!

IT--IT CAN'T MEAN--

I'M LOOKING FOR *GWEN STACY.* WHERE *IS* SHE? WHERE'D SHE *GO?*

A *VOICE*--FROM *OUTSIDE* THE WINDOW!

HELP!

HOLD IT--I DON'T MEAN ANY *HARM.*

JUST *TELL* ME WHERE SHE *WENT.*

THE AIRPORT-- THE *AIRPORT!* THAT'S ALL I *KNOW*-- HONEST! *HONEST!*

THE *AIRPORT!*

IF--I DON'T *GET* THERE IN TIME--

I'LL HAVE *LOST* HER-- *FOREVER!*

I DON'T EVEN KNOW THE *PLANE*-- THE *FLIGHT NUMBER*--

BUT I'LL *FIND* HER--I *HAVE* TO FIND HER.

I *CAN'T* LET HER LEAVE *WITHOUT* ME.

ONCE I REACH THE *OUTSKIRTS* --IT *SLOWS* ME DOWN--

THE *TALLER* THE BUILD-INGS, THE *FASTER* I CAN SWING.

BUT THIS IS *STILL* BETTER THAN INCHING MY WAY THRU THE HEAVY *TRAFFIC* BELOW.

NOW TO FIND WHICH *FLIGHT* IS HEADING FOR *LONDON.*

AIR-PORT STRAIGHT AHEAD

BUT *FIRST*, THOUGH I HATE TO WASTE THE PRECIOUS *SECONDS*--

--I'VE GOT TO CHANGE TO *PETER PARKER*.

I'LL *NEVER* REACH HER IF I CAUSE A *RIOT* WITH EVERY STEP.

KEEP OUT

THE *INFORMATION DESK*--WHERE--? *THERE* IT IS-- STRAIGHT AHEAD.

THE EARLIEST FLIGHT FOR *LONDON*?

IT'S JUST *DEPARTING*.

NOW?

GWEN!

SHE-- SHE'S *GONE*. I'VE *LOST* HER.

I'VE LOST-- *EVERY-THING*.

JUST WHEN I NEEDED IT THE *MOST*--EVEN MY *SPIDER POWER* FAILED ME.

MY *SPIDER POWER*...WHEN I THINK WHAT IT'S *COST* ME-- OVER THE YEARS--

THE HEART-ACHES-- THE AGONY-- THE *SORROW*--

AND *NOW*--

IT'S COST ME--THE GIRL THAT I LOVE.

NEXT:
THE WINGS OF THE WICKED!

SPIDER-MAN

15¢ CC | 94 MAR

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

TM

ON WINGS OF DEATH!

TM

MARVEL COMICS GROUP

IT'S TRUE! IT'S TRUE!
AUNT MAY AT THE MERCY OF THE BLOODTHIRSTY BEETLE!

IN THE *SAME* EPIC SAGA--A SUPER-SPECIAL *BONUS*--

SPIDEY'S ORIGIN RE-TOLD!

THE AMAZING SPIDER-MAN!™

ON WINGS OF DEATH!

BY:
STAN LEE
JOHN ROMITA
and
SAL BUSCEMA
LETTERING:
ARTIE SIMEK

FEATURING:
THE MANIC MENACE OF:
THE BEETLE!™

I STILL CAN'T *BELIEVE* IT, BUT IT'S *TRUE*. IT'S REALLY *TRUE*--

GWEN IS *GONE!* SHE'S *LEFT* ME. I-- I'VE *LOST* HER *FOREVER.*

AND ONCE AGAIN, I'VE ONLY GOT *SPIDER-MAN* TO BLAME.

IS THIS THE START --OR IS IT THE FINISH FOR SPIDER-MAN? ONLY TIME--AND THE PAGES THAT FOLLOW--CAN TELL US--

EVERYTHING *BAD* THAT'S EVER HAPPENED TO ME--ALL OF MY *LIFE*--

WAS BECAUSE OF MY *SECRET IDENTITY*...

--BECAUSE OF-- *SPIDER-MAN.*

BUT, I WASN'T *BORN* WITH SPIDER POWERS --I WASN'T *BORN* WEARING AN ICKY *COSTUME*...

I DON'T *HAVE* TO STAY THIS WAY.

NOTHING'S *STOPPING* ME FROM GIVING IT ALL *UP.*

SOMETIMES--I ALMOST *HATE* TO THINK BACK--TO REMEMBER HOW IT *WAS*-- WHEN IT ALL *STARTED*--

I NEVER DREAMED WHAT I WAS GETTING *INTO*...

"IT WAS A *SCIENCE LECTURE*--LIKE ANY OTHER--OR, SO I *THOUGHT*--"

RADIOACTIVITY... WHAT A *FASCINATING* SUBJECT.

NOW, IF YOU'LL ALL GIVE ME YOUR CLOSE ATTENTION--

WE KNOW SO *MUCH*, YET SO *LITTLE* ABOUT IT.

"IT WAS A ONE IN A *BILLION* CHANCE-- AN ACCIDENT THAT *COULDN'T* HAPPEN-- AND YET--IT *DID.*"

"A LONE *SPIDER*, SILENTLY DESCENDING, WAS UNWITTINGLY SUBJECTED TO A BLAST OF POWERFUL *RADIATION*--"

"AND, MINUTES LATER, AS IT KEPT SLOWLY *LOWERING* ITSELF ON A THIN STRAND OF WEBBING--"

"I FELT A SUDDEN *PAIN* IN MY HAND--"

OWW! WHAT THE--?

SOMETHING *BIT* ME.

THWIP

IT WAS JUST A *SPIDER.*

BUT--WHY DO I FEEL SO-- *STRANGE?*

"EVEN WALKING HOME, I COULDN'T SHAKE THE ODD, UNFAMILIAR **SENSATION** WHICH TINGLED THRU MY BODY. THEN, AS A COUPLE OF LOCAL CREEPS TRIED TO PICK A **FIGHT** WITH ME--"

HERE'S SOMETHIN' **FOR** YA, PUNY PARKER.

I--HARDLY **FELT** IT.

CAN'T BECOME A **PUNCHING BAG.**

I'VE GOT TO FIGHT **BACK**--SOMEHOW.

BTOK!

HEY--

TAKE **OFF,** MAN. **NOBODY** CAN PUNCH LIKE **THAT!**

I--SNAPPED A **LAMP-POST**--WITH MY BARE **FIST!**

BUT HOW? **HOW?**

WHAT'S **HAPPENING** TO ME?

"I WAS SO **SHAKEN** BY WHAT HAPPENED, THAT I DIDN'T HEAR AN APPROACHING **CAR** AS I STEPPED OFF THE CURB --UNTIL--"

HE CAN'T **STOP** IN TIME!

I **HAVE TO JUMP** FOR SAFETY!

BUT--HOW DID I JUMP SO **HIGH?**

AND HOW CAN I **CLING** TO THE SHEER **WALL** LIKE THIS?

I'M CLIMBING **UP**--EASY AS A **SPIDER!**

"**SPIDER!** THAT GAVE ME THE **CLUE.** I RACED BACK TO MY ROOM--"

IF THE SPIDER THAT **BIT** ME WAS **RADIO-ACTIVE**--

--IT AFFECTED MY **BLOOD.** I'VE GAINED HIS **POWERS!**

AND, THAT MEANS--

"IN THE DAYS THAT FOLLOWED, I DREAMED UP MY **WEB-SHOOTER**--"

ALL I NEED DO IS HIT THE **BUTTON.**

IT **WORKS.** I CAN SNARE **ANY-THING.**

AND MY **SPIDER POWER** GIVES ME SUPERHUMAN **AIM** AND **CONTROL.**

FZAK!

"I CAN'T REMEMBER **WHAT** MADE ME DO IT--BUT, BEFORE LONG, I HAD DE-SIGNED MYSELF A **COSTUME.**"

THERE MUST BE **SOME** WAY TO MAKE **MONEY** OUT OF ALL THIS.

"AND SO, DUE TO THAT STRANGE, AMAZING ACCIDENT OF FATE-- **SPIDER-MAN** WAS BORN!"

"AT FIRST, IT WAS A REAL **KICK** TESTING MY POWER ALL OVER TOWN..."

WOW! IF THE GANG COULD SEE PUNY PARKER **NOW!**

"AS I GAINED MORE AND MORE **CONFIDENCE**, THERE SEEMED **NOTHING** I COULDN'T DO--"

HEIGHTS DON'T BOTHER ME.

I COULD **SWING** LIKE THIS ALL DAY.

"FINALLY, I WAS SIGNED FOR A TV **VARIETY SHOW.** BUT, AS I SWUNG INTO THE STUDIO--"

STOP HIM! DON'T LET HIM GET **AWAY!**

ALL YOU HAD TO **DO** WAS KEEP HIM FROM REACHING THE **ELEVATOR.**

SORRY, PAL. **YOU'RE** PAID FOR IT--I'M **NOT.**

BESIDES, I'VE SOMETHING MORE **IMPORTANT** TO DO.

"NEEDLESS TO SAY, I WAS A **SENSATION.**"

WHO **COULDN'T** BE A SMASH WITH POWER LIKE **MINE?**

"BUT, MINUTES LATER, THE BUBBLE WAS TO **BURST**--"

EVEN *NOW*--AFTER ALL THESE YEARS--I *STILL* GET THE SHAKES WHEN I *THINK* OF IT.

RETURNING HOME FROM THE STUDIO, I FOUND A *COP* OUTSIDE...

IT'S YOUR *UNCLE*, SON--HE'S *DEAD.*

A *BURGLAR* BROKE INTO THE HOUSE--*SHOT* HIM WHEN HE WAS DISCOVERED.

BUT DON'T WORRY--HE'S HOLED UP IN A *WARE-HOUSE.* WE'LL *TAKE* HIM.

N.Y.P.D.

UNCLE *BEN!* OH NO--*NO!*

"UNCLE BEN AND AUNT MAY WERE ALL THE FAMILY I HAD. THEY HAD BROUGHT ME UP--CARED FOR ME--"

COME *BACK.* *WAIT!* THERE'S NOTHING--

I'LL *GET* HIM--I *SWEAR* IT! I'LL *GET* HIM!

SPIDER-MAN CAN REACH THE WAREHOUSE BEFORE THE *COPS*--

OVER *THERE*--HIDING IN THE SHADOWS--IT MUST BE *HIM.*

KU-KHSH

WHAT THE--?!!

SOME NUT IN A *COSTUME!*

WELL, *WHOEVER* YOU ARE--*THIS'LL* STOP YA!

KRAK!

HEY--HOW CAN YA--*MOVE* SO FAST?

MY *SECOND* SHOT'LL GET--*WHA*--?!!

YOU'VE *HAD* IT, RAT--

THWIPP!

YOU'LL NEVER SHOOT *ANYONE*--NOT EVER *AGAIN.*

I--I WISH HE HAD **SUPER-HUMAN** POWERS--LIKE **I** DO--SO I COULD PUNISH HIM **MORE.**

BECAUSE OF **HIM**-- MY UNCLE BEN IS DEAD.

BUT, I GUESS THE **COPS** WILL--

HEY! WAIT A MINUTE.

THAT **FACE!** I'D KNOW IT **ANY-WHERE**--

IT'S THE **THIEF** WHO RAN PAST ME AT THE TV STUDIO--

THE ONE I ALLOWED TO **ESCAPE.**

IF--I HAD **STOPPED** HIM THEN-- UNCLE BEN WOULD STILL BE **ALIVE.**

*"ALL DURING THE **BURIAL,** AS I STOOD WITH MY GRIEVING **AUNT MAY,** ONE BURNING **THOUGHT** KEPT HAUNTING ME-- **HOUNDING** ME--"*

BECAUSE I DIDN'T LIFT A **FINGER** TO HELP CATCH A **CRIMINAL**--

I'LL ALWAYS FEEL PARTLY **RESPONSIBLE**-- FOR WHAT HAPPENED TO UNCLE BEN.

*"SO, IT WAS THEN AND THERE THAT I MADE THE **VOW** THAT WOULD LATER **TORTURE** ME IN THE YEARS THAT FOLLOWED--"*

I'LL **NEVER AGAIN** REFUSE TO USE MY **SPIDER POWER** WHENEVER IT CAN HELP THE CAUSE OF **JUSTICE.**

I'LL SPEND THE **REST** OF MY LIFE-- **MAKING UP** FOR THE DEATH OF UNCLE BEN.

*"WITH HER HUSBAND GONE, **AUNT MAY** LAVISHED ALL HER WARM-HEARTED AFFECTION ON **ME.** I WAS THE ONLY **FAMILY** SHE HAD LEFT..."*

SOMETIMES SHE TREATS ME LIKE A **CHILD.**

I WONDER WHAT SHE'D **DO**--

--IF I TOLD HER THAT I'M REALLY **SPIDER-MAN?**

*"BUT, NOT LONG AFTER-WARDS, I REALIZED I COULD **NEVER** DIVULGE MY SECRET TO HER--"*

YOUR AUNT HAS A VERY WEAK **HEART.**

ANY SUDDEN **SHOCK**-- COULD **KILL** HER.

AND SO I'VE **KEPT** MY SECRET FROM HER--ALL THESE YEARS.

BUT HOW MUCH **LONGER** CAN I DO IT?

EVERY-ONE SLIPS UP-- SOONER OR LATER.

"I'VE BEEN **LUCKY** SO FAR. BUT CAN I **CONTINUE** TO FIGHT THE MOST POWERFUL, MOST **MURDEROUS** MENACES OF ALL--AND **STILL** KEEP MY SECRET IDENTITY FROM **AUNT MAY**--AND FROM THE **REST** OF THE WORLD? ALL IT'LL TAKE IS **ONE** DEFEAT--**ONE** CHANCE FOR SOME ENEMY TO **UNMASK** ME--AND IT'LL BE **OVER**--FOREVER."

NOTE: IF YOU CAN NAME **ALL** OF THESE SNARLIN' **SPIDEY-FOES,** AND ADD AT LEAST FIVE **MORE** TO THE LIST, CONSIDER YOURSELF A TRUE S.S.(SPIDOPHILE SUPREME).--STAN.

I'VE BEEN WALKING FOR *HOURS*--*THINKING* FOR HOURS--AND I'M MORE *UNDECIDED* THAN EVER

THERE'S THE *BUGLE* BUILDING. DID MY *SUBCONSCIOUS* MAKE ME WALK HERE --OR IS IT JUST *COINCIDENCE?*

DAILY BUGLE

NUTS. EITHER WAY-- WHO *CARES?*

I'VE *MORE* ON MY MIND THAN SELLING A FEW CRUMMY PHOTOS TO THAT TIGHTWAD *JAMESON.*

AND THERE'S NOTHING IN THAT *RAG* OF HIS THAT COULD INTEREST ME *NOW.*

CRIME

ONLY IN TODAY'S BUGLE

BEETLE AT LARGE!

DON'T BE TOO SURE OF THAT, PETE. FATE MAY HAVE A LITTLE SURPRISE IN STORE FOR YOU.

PETER PARKER! I HAVEN'T SEEN YOU IN *AGES.*

HUH.? OH-- *HI,* BETTY.

HOPE SHE'S NOT IN THE MOOD FOR A LONG *CONVERSATION.*

IS ANYTHING *WRONG?* HAVE YOU GIVEN UP TAKING *NEWS PHOTOS?*

EVEN *MR. JAMESON* WAS WONDERING WHERE YOU'VE BEEN *KEEPING* YOURSELF.

S'MATTER? HE MISSES HIS FAVORITE *WHIPPING BOY?*

DAILY BUGLE

I'VE-- JUST BEEN *BUSY*-- THAT'S ALL.

IF HE GETS TOO *LONELY* WITHOUT ME, HE CAN ALWAYS GO TO THE *CEMETERY* AND CHUCKLE OVER THE *TOMBSTONES.*

SEE YOU AROUND, LADY.

NOW *WHY* DID I HAVE TO *SNAP* AT HER LIKE THAT?

"BETTY BRANT WAS THE FIRST GIRL I EVER LOVED--OR THOUGHT I DID. IT WAS ONLY A FEW YEARS AGO THAT WE BROKE UP--AGAIN, BECAUSE OF SPIDER-MAN."

BECAUSE OF MY *SECRET*--IT'S *BETTER* THIS WAY--

FOR *BOTH* OF US.

"BUT, I MUSTN'T THINK OF BETTY --'CAUSE SHE REMINDS ME OF GWEN--AND THAT'S TOO MUCH TO BEAR."

"AND YET, *EVERYTHING* I THINK OF--REMINDS ME OF SOMETHING *ELSE*--"

"I REMEMBER HOW I TRIED TO FORGET BETTY--BY GOING INTO ACTION--JUST AS I'VE DONE LATELY--BECAUSE OF GWEN..."

"IT SEEMS LIKE **YESTERDAY** THAT I WAS CONCENTRATING ON MY **NEWS PHOTOS**-- WITH MY AUTOMATIC **CAMERA**--"

EVERY-THING'S ALL **SET** NOW.

I'LL JUST HANG THE CAMERA **HERE**--

--AND BECOME THE **STAR** OF MY OWN LITTLE **FILM FESTIVAL.**

"JAMESON NEVER **COULD** FIGURE OUT HOW I GOT SUCH GREAT SHOTS OF **SPIDEY** IN ACTION--"

WELL? WHAT DO YOU **THINK** OF THEM?

YOU SURE WERE **JOHNNY-ON-THE SPOT,** PARKER.

"--HE WAS ALWAYS TOO BUSY FIGURING OUT HOW TO **ROB** ME--"

I **CAN'T** PAY YOU FULL PRICE FOR THEM.

THE PICTURES ARE **CRUMMY,** KID--**YOU** KNOW THAT.

BUT, LUCKY FOR **YOU** I'M KIND-HEARTED--

SO I'LL TAKE THEM OFF YOUR HANDS.

"I WAS **ALWAYS** SHORT-CHANGED--BY **JAMESON**--AND MAYBE BY **LIFE** ITSELF."

DON'T BOTHER **THANKING** ME. I CAN'T **HELP** BEING GENEROUS.

IT'S **HALF** WHAT THEY'RE WORTH.

BUT--IT'S BETTER THAN **NOTHING**-- AND HE **KNOWS** IT.

WHAT AM I REHASHING THE **PAST** FOR? WHAT **GOOD** CAN IT DO ME?

IF I KEEP **GOING** THIS WAY, I'LL BE RIPE FOR A **PADDED CELL.**

I MIGHT AS WELL WALK OVER THE **BRIDGE** AND VISIT **AUNT MAY.**

WHAT WITH EVERYTHING THAT'S BEEN **HAPPENING** TO ME LATELY, I HAVEN'T EVEN HAD TIME TO **SEE** HER.

NO, I'VE BEEN SO BUSY PLAY-ING **WEB-SPINNER,** I HAVEN'T HAD TIME FOR **ANYONE** WHO REALLY **MATTERS.**

THERE I GO AGAIN--THINKING OF THE PAST--OF THE FRIENDS WHO'VE MEANT THE MOST TO ME.

BUT IT ALWAYS GETS BACK TO ONE PERSON --TO THE ONLY PERSON--

NO MATTER WHAT I DO--NO MATTER HOW I TRY--I CAN'T GET GWENDY OUT OF MY MIND--OR MY HEART.

I'M SO UPTIGHT, I CAN HARDLY REMEMBER CROSSING THE BRIDGE.

BUT ANYWAY, I'M ALMOST AT AUNT MAY'S.

IT'LL BE QUIET--PEACEFUL. I'LL BE ABLE TO THINK THINGS OUT.

BUT ALAS, LIFE HAS A WAY OF CHANGING PEOPLE'S PLANS--

THIS IS THE SPOT I'M LOOKING FOR.

THAT KID'S LUCKY HE ENTERED THAT HOUSE--

'CAUSE THE BEETLE DOESN'T LIKE INTERFERENCE!

A SIMPLE STORE-FRONT--IN A SIMPLE NEIGHBORHOOD...

CANDY

THEY'LL NEVER SUSPECT--WHAT I'M UP TO.

KRAK

MINUTES LATER--

LOOK! ANOTHER BREAK-IN.

THAT'S THE THIRD ONE THIS WEEK.

HE MAY STILL BE INSIDE. LET'S GO.

WELL, WELL-- ANOTHER RECEPTION COMMITTEE.

IT'S THE BEETLE AGAIN.

HE'S TEAR-ING THE PLACE APART.

ROCK CANDY

HAVEN'T YOU YET LEARNED THAT THE LAW IS NO MATCH FOR ME?

MY SUCTION FEELERS HAVE POWER ENOUGH FOR ANYTHING.

HE'S RIPPIN' OUT THE WALL--WITH HIS HANDS!

WHY? WHY DOES A GUY LIKE HIM WASTE TIME ON SMALL, PENNY-ANTE STORES?

FOOLS! THAT'S FOR ME TO KNOW--AND YOU TO GUESS AT.

LOOK OUT!

BTHH

NO NEED TO WASTE ANY MORE TIME.

I GOT WHAT I WANTED-- SO I CAN LEAVE NOW.

HE'S CRAZY. HE DIDN'T TAKE A THING.

CRAZY OR NOT--NO ONE'S BEEN ABLE TO STOP 'IM.

THEIR BULLETS CAN'T HURT ME.

--NOT WHILE MY METAL WINGS ACT AS A SHIELD.

MEANWHILE--

I HEAR VOICES, SO I KNOW SHE'S IN.

IT SOUNDS LIKE MRS. WATSON.

I THOUGHT SHE'D BE WITH AUNT MAY.

WHO'S THERE? WHAT DO YOU W--?

OH-- PETER-- IT'S YOU!

SHE SOUNDS FRIGHTENED. WHAT CAN BE WRONG?

PETER, DEAR--YOU SHOULD HAVE CALLED, TO TELL US YOU WERE COMING.

WHY, AUNT MAY? WHY DO YOU SEEM SO NERVOUS?

YOU JUST GAVE US A START, DEAR-- THAT'S ALL.

OH, TELL HIM THE TRUTH, MAY.

IT'S THAT HORRIBLE COSTUMED MENACE WHO'S BEEN TERRORIZING THE NEIGHBORHOOD.

IT'S ALL HERE-- IN THE PAPER.

WHO CAN IT BE? I HAVEN'T EVEN LOOKED AT A PAPER IN DAYS.

MAY I SEE IT, MRS. WATSON?

12

THE BEETLE!

I DIDN'T EVEN KNOW HE WAS OUT OF JAIL. HE'S NO ONE TO KID AROUND WITH.

DAILY BU

BEETLE STRIK

PUBLIC ALARME

MAP OF

YOU SHOULDN'T HAVE TOLD HIM, ANNA. YOU KNOW HOW SENSITIVE PETER IS.

NOW HE'S ALL UPSET.

WHY WOULD HE WASTE TIME BREAKING INTO A LAUNDRY--A BIKE SHOP-- AND A BAKERY--

--AND NOT EVEN TAKE ANYTHING?

CE PHOTOGRAPHED AT RECENT HOLD

P BELOW SHOWS LOCATION OF BREAK-INS

BEETLE ATTACKS NUMBERED IN ORDER

1ST NATIONAL BANK

SMITH IMPORTING CO. BUILDING

LAUNDRY

BIKE SHOP

BAKERY

DRESS SHOP

GROCERY

CANDY STORE

ICE BAFFLED BY

TTERN

YOU LOOK TIRED, PETER. WHY DON'T YOU TAKE A NAP--WHILE I FIX YOU A NICE CHICKEN STEW?

AND DON'T WORRY ABOUT THE BEETLE, DEAR. HE ONLY ATTACKS STORES-- NOT HOUSES.

SHE'LL NEVER STOP THINKING OF ME AS A FRAIL, TIMID MILKSOP.

BUT, MAYBE IT'S JUST AS WELL.

THAT'S A GOOD IDEA, AUNT MAY. I AM KIND OF TIRED.

THE BEETLE'S THE LEAST OF MY WORRIES NOW.

BUGLE

STRIKES!

ARMED

13

HONESTLY, MAY, HOW CAN YOU BABY HIM LIKE THAT?

PETER IS A BIG, STRAPPING MAN, DEAR --NOT AN INFANT.

YOU DON'T UNDERSTAND, ANNA. HE'S ALL I HAVE.

WHAT'S THAT GOT TO DO WITH IT?

DON'T YOU SEE? THE POOR BOY SPENDS ALL HIS TIME STUDYING--WITH NO ONE TO LOOK AFTER HIM.

HE SHOULD BE LOOKING AFTER YOU.

OH DEAR! I'M ALL OUT OF MILK.

I'LL BE RIGHT, BACK, ANNA. MILK IS SO GOOD FOR GROWING BOYS.

GROWING BOY? BUT, PETER IS--OH, WHAT'S THE USE?

BE CAREFUL, MAY. REMEMBER, THAT AWFUL BEETLE HASN'T BEEN CAUGHT YET.

WHILE, TOSSING FRETFULLY ON THE STUDIO COUCH, WE FIND--

GWEN--AUNT MAY--JAMESON--ROBERTSON--HARRY--

--CAN'T STOP THINKING! EVERYTHING GOING ROUND--IN MY BRAIN--

SLOWLY, THE ANGUISHED YOUTH DROPS OFF TO SLEEP--

--ONLY TO BE PLAGUED BY A NIGHT-MARISH DREAM--

SPIDER-MAN! SPIDER-MAN!

HE'S ALWAYS THERE... CAN'T EVER ESCAPE HIM...

HE WON'T BE THERE MUCH LONGER.

THE BEETLE!

YOU'RE NO MATCH FOR SPIDER-MAN.

-UNNHH!-

THWIP!

MY *WEBBING*-- TURNING INTO *CHAINS!*

I--I'M *TRAPPED!*

IT'S *YOU* WHO ARE NO MATCH FOR THE *BEETLE.*

HIS BEETLE *FEELERS*-- GETTING CLOSER-- CLOSER--

YOU NEVER THOUGHT THAT *I* WOULD BE THE ONE TO *FINISH* YOU.

I--THE *BEETLE.*

THE *BEETLE!*

THE *BEETLE!*

THE *BEETLE!*

PETER-- WAKE *UP.*

THE *BEETLE*-- THE *BEETLE!*

YES--THAT'S WHAT I'VE BEEN TRYING TO *TELL* YOU--

YOUR *AUNT MAY*-- WAS *CAPTURED* BY THE BEETLE!

WHAT?

LISTEN-- IT'S ON THE TV NEWS RIGHT *NOW*--

--DEFYING THE POLICE IN A LOCAL GROCERY STORE, THE METAL-WINGED *BEETLE* IS STILL HOLDING HIS *HOSTAGE,* INDENTIFIED AS *MRS. MAY PARKER,* A WIDOW WHO LIVES AT--

MY DREAM WAS AN *OMEN*--A *WARNING.* AUNT MAY-- WITH HER WEAK *HEART*--

PETER... *WAIT.* COME *BACK.* WHAT ON EARTH CAN *YOU* DO?

I CAN *BE* THERE! AND I *WILL.*

I'LL HAVE TO HIDE MY **CLOTHES** BACK HERE--AND HOPE NOBODY STUMBLES OVER MY **WEB-PACK.**

AND IF THEY **DO**--WHO **CARES?**

ALL THAT MATTERS IS **AUNT MAY.**

PLEASE, GOD-- LET ME NOT BE --TOO **LATE.**

IF ONLY SHE HADN'T GONE FOR THAT **MILK** JUST THEN.

JONES GROCERY

BUT--WHY WOULD THE **BEETLE** BREAK INTO A **GROCERY?**

THAT'S LIKE THE **KINGPIN** ROBBING A **PENNY BANK.**

BUT, INSIDE THE STORE, THE RIDDLE IS SOLVED--

I KNEW **ONE** OF THE STORES BACKED UP AGAINST THE IMPORTING COMPANY'S **VAULT.**

ONCE I **FOUND** IT, IT WAS **SIMPLE** FOR ME TO **SMASH** THE WALL--

BUT-- WHAT ABOUT **ME?**

YOU? YOU'RE MY TICKET **OUT** OF HERE.

LUNCH

IT'S **SPIDER-MAN!** HE MAY BE IN **LEAGUE** WITH THE BEETLE.

KEEP HIM FROM THE GROCERY-- AT **ALL COSTS!**

OH **NO!** THEY WON'T EVEN LET ME **HELP** THEM.

KRAK!

KRAK!

KEEP FIRING. YOU'VE GOT 'IM ON THE **RUN.**

HE'S HEADING FOR THE **ROOF.**

DON'T **DROP** ME. **PLEASE**-- DON'T DROP ME.

HOLD YOUR **FIRE.** HE'S GOT THE **WOMAN.**

IT **WASN'T** THE GROCERY HE WAS AFTER.

IT WAS THE VAULT **BEHIND** IT.

NOW HE'S MAKING HIS **GETAWAY.**

AUNT MAY WILL BE **SAFE**--'LONG AS HE **NEEDS** HER--

BUT, THE STRAIN ON HER **HEART**--

MY *FIRST* JOB IS TO MAKE *SURE* THAT SHE ISN'T *HURT.*

THWIPP!

AND *THIS* IS THE WAY TO *DO* IT.

THWIPP!

IT'S A GOOD THING MY *WEB FLUID* CYLINDER WAS *FILLED* TO CAPACITY.

I'VE GOT TO SHOOT STRANDS OF WEBBING *FAST*--IN *EVERY* DIRECTION...

THERE-- I'VE *DONE* IT.

IT'S *CRUDE*-- BUT AT LEAST IT'LL SERVE AS A *SAFETY NET.*

THWIPP!

LOOK--UP THERE-- BETWEEN THE *BUILDINGS*--

IT'S *SPIDER-MAN.* BUT WHAT--?

SORRY, LADY--I'VE GOT *COMPANY*--AND YOU'RE *SLOWING* ME DOWN.

NO! *NO!*

MRS. PARKER-- *LISTEN* TO ME--

YOU WON'T BE *HURT.* I *PROMISE* YOU.

I'M BETTING YOU *CAN'T,* WEB-SLINGER!

HE *DID* IT!

IF YOU FALL-- I'LL *CATCH* YOU!

NOT *BAD*-- FOR AN *AMATEUR.*

BUT WHAT WILL YOU *DO* WITH HER--AFTER MY *WING* SLICES YOUR *WEBBING?*

JUST WHAT I *THOUGHT* HE'D DO.

TRUST ME-- YOU'LL BE *SAFE.*

I HAD TO TAUNT HIM-- HAD TO MAKE HIM DROP HER NOW--

--BEFORE HE FLEW PAST THE WEB-NET.

THERE-- YOU'LL BE SAFE NOW. CUSH-IONED THE FALL.

THUMMM!

S-SAFE? SAFE WITH --YOU?

I SHOULD HAVE KNOWN--I'D FRIGHTEN HER AS MUCH AS THE BEETLE.

I'LL LEAVE FAST--BEFORE SHE PANICS.

--AND, BEFORE THE BEETLE GETS AWAY.

ZURK!

ANYONE WHO'D TERRORIZE A HARMLESS, INNOCENT OLD LADY--

DON'T PREACH TO ME, YOU HAS-BEEN.

WOOSH

THWIK!

YOU'RE RIGHT, BEETLE--

FROM HERE ON IN, I'M THRU PREACH-ING...

STOP!

YOUR WEIGHT-- IT'S PULLING US DOWN!

WE'LL CRASH-- ONTO THAT ROOF!

NOT ONTO-- THRU!

IT'S MADE OF GLASS.

IT'S--AN INDOOR, ROOFTOP *SWIMMING POOL!*

YOU *KNEW*--ALL THE TIME--IT WAS *HERE!*

AND I *FIGURED* YOU COULD USE A *BATH.*

FOOL! MY ARMORED *WINGS* BORE THE BRUNT OF THE *IMPACT* BETTER THAN YOUR PUNY *FLESH.*

SO *I* STRIKE FIRST!

OK!

DIDN'T EXPECT ME TO JUST *LIE* THERE, DID YOU?

NOW IT'S *MY* TURN--

NOT *YET,* WALL-CRAWLER!

HAVE YOU FORGOTTEN MY *SUCTION FEELERS?*

HE'S--PULLING THE *WALL* TOWARDS HIM!

BASH!

HIS BUILT-IN *WEAPONRY* MAKES HIS *STRENGTH* EVEN GREATER THAN *MINE!*

BUT HIS VERY *STRENGTH* IS HIS *WEAKNESS.*

NOW I *KNOW* HOW TO *BEAT* HIM!

YOU THINK YOU CAN DO ***ANYTHING*** WITH YOUR FEELERS--

WHILE YOUR BULLET-PROOF ***WINGS*** PROTECT YOU, HUH?

YOU ***KNOW*** IT, LOSER!

GUESS ***AGAIN,*** YOU CREEP! THERE'S ONLY ***ONE*** THING I KNOW--

I KNOW HOW ***HEAVY*** THOSE METAL WINGS ARE.

I KNOW THAT WHILE YOU'RE ***WEARING*** THEM--

GET ME ***OUT!*** GET ME ***OUT!***

--YOU CAN'T STAY ***AFLOAT!***

QUIT THE ***WHIMPERING,*** YOU WATER-LOGGED ***WEASEL.***

I'LL ***GET*** YOU OUT, ALL RIGHT.

OUR WATER IS POLLUTED ***ENOUGH***-- WITHOUT ***YOU*** MAKING IT WORSE.

THWIPP

THWIPP

SECONDS LATER--

I DON'T ***GET*** IT-- I'VE FOUGHT HIM ***BEFORE,*** YET ***THIS*** TIME--HE BATTLED WITH SUCH ***FURY***--SUCH ***HATRED***--

HURRY. ***HURRY.*** TAKE HIM ***AWAY.***

BUT ***WHY?*** WHAT MADE HIM SO ***VENGEFUL?***

I ***HAD*** TO FINISH HIM OFF ***FAST.***

HAVE TO MAKE SURE THAT POOR ***AUNT MAY*** IS ALL RIGHT.

I TRIED-- NOT TO ***THINK*** OF HER-- WHILE I WAS ***FIGHTING...***

OR ELSE--NO TELLING ***WHAT*** I'D HAVE DONE-- TO THE ***BEETLE!***

I--I STILL DON'T ***UNDER-STAND.*** IT ALL--HAPPENED SO ***FAST...***

THAT MAY BE WHAT ***SAVED*** YOU --FROM SHOCK.

AUNT MAY! AUNT MAY!

YOU DIDN'T HAVE ***TIME***--TO ASSESS THE ***DANGER.***

PETER DEAR. I--I HOPE I DIDN'T ***WORRY*** YOU.

WORRY ***ME?*** OH, AUNT MAY--WHEN WILL YOU ***EVER*** THINK OF ***YOURSELF?***

COME ON--I'LL TAKE YOU ***HOME*** NOW.

EVEN THOUGH I'LL ALWAYS FEEL ***GUILTY*** FOR THE DEATH OF ***UNCLE BEN***--

MAYBE ***TONIGHT***-- IN SOME SMALL WAY-- SPIDER-MAN ***PAID*** A PART OF THAT NEVER-ENDING ***DEBT!***

NEXT

SPIDER-MAN AT LARGE IN LONDON!

SPIDER-MAN

15¢ CC

95 APR

TM

MARVEL COMICS GROUP

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

TM

SPIDEY FIGHTS IN LONDON!

TORN FROM TODAY'S HEADLINES...

THE HOSTAGE MUST DIE!

THE AMAZING SPIDER-MAN!™

FASTEN YOUR SAFETY BELT, SPIDEY-FAN! THIS IS THE ONE WE PROMISED--WHERE THE WEB SPINNER GOES WILD RIGHT IN THE HEART OF MERRIE OL' LONDON!

TRAP FOR A TERRORIST!

IT'S *NO USE!* NO MATTER WHERE I *GO*--OR WHAT I *DO*...NO MATTER HOW I TRY NOT TO *THINK*, BY SWINGING THRU THE CITY--

--I CAN'T GET *GWENDY* OUT OF MY MIND.

IF ONLY I COULD HAVE *SEEN* HER BEFORE SHE WENT TO *LONDON*...

BUT, EVEN IF I *DID*-- WHAT *GOOD* WOULD IT HAVE DONE?

SHE'LL *ALWAYS* BLAME *SPIDER-MAN* FOR THE DEATH OF HER *FATHER*.

ANOTHER GREAT UNFORGETTABLE SAGA IN THE LIFE OF THE WORLD'S MOST POPULAR SUPER-HERO

STORY: STAN LEE ART: J. ROMITA
INKING: S. BUSCEMA
LETTERING: ARTIE SIMEK

PRIDE'S PERFUME
ON SALE EVERYWHERE

BUT WHAT AM I GONNA *DO?*

I SEE HER *FACE* WHEREVER I *LOOK.*

EVERY PLEASANT *SOUND* REMINDS ME OF HER *VOICE.*

PRIDE'S PERF ON ALE YWHERE

I CAN ALMOST *FEEL* HER IN THE *AIR* I BREATHE.

I'VE GOT TO PUT AN *END* TO IT-- *SOMEHOW*-- BEFORE I GO *MAD.*

AND THERE'S ONLY *ONE* WAY--

I HAVE TO GO TO *LONDON*--HAVE TO *FIND* HER.

BUGLE

THERE *MUST* BE A WAY-- FOR ME TO *EXPLAIN.*

LUCKILY, I'VE NO *CLASSES* THIS WEEK.

BUT, WHAT DO I DO FOR *MONEY?*

IT'S BEEN *WEEKS* SINCE I SOLD ANY *PHOTOS.*

AND I CAN'T ASK POOR *AUNT MAY* FOR A LOAN.

MY ONLY *HOPE* IS TO GET AN *ADVANCE* FROM *JAMESON.*

BUT WHO AM I *KIDDING?* THAT'S LIKE *NO* CHANCE AT ALL.

J.J. JAN PUBL

ALL THESE *YEARS*--YEARS OF FIGHTING, RISKING MY *LIFE,* TRYING TO *HELP* PEOPLE--AND FOR *WHAT?*

GOD MUST HAVE *LOVED* POOR SLOBS--HE MADE SO *MANY* OF US.

PETER! HOLD IT, SON!

HAVEN'T *SEEN* MUCH OF YOU SINCE *CAPTAIN STACY* DIED.

I GUESS I'VE BEEN PRETTY *SHOOK-UP* ABOUT IT, MR. ROBERTSON.

YES--WE *ALL* WERE.

HOW'S HIS *DAUGHTER* TAKING IT?

SHE LEFT FOR *ENGLAND* --TO STAY WITH *RELATIVES.*

IT'S THE *BEST* THING, PETER! A CHANGE OF SCENE WILL DO HER GOOD--HELP HER TO *FORGET.*

AND YOU CAN ALWAYS *VISIT* HER.

DON'T *BET* ON IT.

PLANE FARES COST *MONEY*-- AND I'M TOO OLD TO BELIEVE IN *SANTA CLAUS.*

SO *THAT'S* WHAT'S BUGGING YOU, EH?

WELL, MAYBE THE *BUGLE* CAN MAKE LIKE *SANTA* FOR A CHANGE.

YOU MEAN GET THE DOUGH FROM *JAMESON?*

SOME CHANCE.

NOT AS A *GIFT,* SON!

I'M STILL *CITY EDITOR* HERE! I'LL SEND YOU TO *ENGLAND*--TO BRING BACK SOME *NEWS-PIX.*

JUST GO TO OUR *CASHIER* AND GET A *TRAVEL VOUCHER!* SHE CAN OKAY IT WITH *ME.*

YOU--YOU *MEAN* IT? YOU'RE REALLY ON THE *LEVEL?*

SURE, KID! JUST BRING BACK THE *SHOTS.*

THEN--I *DO* BELIEVE IN SANTA CLAUS.

EVEN IN ONE WHO FEEDS HIS REINDEER *SOUL* FOOD?

ISN'T THAT *PETER PARKER?* WHAT'S *HE* LOOKING SO *HAPPY* ABOUT?

SAY, YOU'VE GOT SOME *GRIP!* MY ARM'S STILL *TINGLING.*

OH, I JUST GAVE HIM A NEW *ASSIGN-MENT,* J.J.

LAZY, GOOD-FOR-NOTHING *TEENAGER!* HE ONLY WORKS WHEN HE *FEELS* LIKE IT.

THAT SO? WISH I KNEW HOW HE *DOES* IT.

NEXT TO *SPIDER-MAN,* I HATE LOUD-MOUTHED *STUDENTS* THE MOST.

I EVEN HATE 'EM WHEN THEY'RE *QUIET.*

BUT, LEST JOLLY JONAH'S PHILOSOPHY PROVE TOO PERSUASIVE, WE'LL QUICKLY CHANGE OUR SCENE--

PETER--

HI, MRS. WATSON. I CAME TO SEE *AUNT MAY!*

I'VE GOT *NEWS* FOR HER.

AUNT MAY, WAIT'LL I TELL--

OH! *MARY JANE!* I DIDN'T KNOW YOU WERE *HERE.*

WHY *FIGHT* IT, MAN? IT'S *FATE!* YOUR *SUB-CONSCIOUS* COULDN'T STAY *AWAY* FROM ME.

PETER!

I'VE BEEN HELPING DEAR *MARY JANE* WITH HER *COSTUMES* FOR THE NEW *SHOW* SHE'S--

YEAH! SURE! THAT'S GREAT! AUNT MAY-- I'M GOING TO *LONDON*--TO FIND *GWEN!*

I DIDN'T KNOW SHE WAS *LOST.*

I DIDN'T WANT YOU TO *WORRY* IF YOU CALLED AND I WASN'T *HOME.*

I'LL BE *BACK* IN A FEW DAYS.

LOTS OF LUCK WITH YOUR *SHOW,* M. J.

OH, YOU NOTICED I'M STILL *HERE!* HOW GROOVY.

HE SURE HAS THE *BIG EYE* FOR THAT DYNAMITE *BLONDE,* MRS. P.

TO THINK-- MY OWN *NEPHEW*-- ACTUALLY IN *LOVE...*

IT DOESN'T TAKE ANY SPECIAL *TALENT.*

THEN, A FRANTIC FEW HOURS LATER--

BUT HOW ARE YOU GONNA *FIND* HER, PETE? LONDON'S A PRETTY BIG TOWN.

AND I'VE A MIGHTY BIG *YEARNING,* HARRY! I'LL FIND HER *SOMEHOW.*

WELL, KEEP IT ALL *TOGETHER,* ROOMMATE! DON'T DO ANYTHING *I* WOULDN'T DO.

THANKS FOR THE *LIFT,* HARR. I'LL BE *BACK* PRETTY SOON.

--AND I'LL DO *ANYTHING.*

DON'T *HURRY!* I'LL HAVE THE *REFRIG* ALL TO MYSELF.

WELL, I *DID* IT! I'M FINALLY ON MY WAY-- TO *GWEN.*

IF ONLY I WASN'T SO *NERVOUS* ABOUT SEEING HER.

I'VE NO IDEA *WHAT* I'LL SAY TO HER--HOW I'LL CARRY IT *OFF.*

BUT, I'LL THINK OF *SOME-THING!* I--I'VE JUST *GOT* TO.

AND, THERE WAS THAT *PROMISE* I MADE--TO HER *DAD*--

AFTER I'M GONE--THERE'LL BE *NO ONE*--TO LOOK AFTER *GWEN*--

NO ONE, PETER-- EXCEPT-- *YOU.*

BE *GOOD* TO HER-- SON! BE GOOD-- TO HER.

SHE *LOVES* YOU-- SO VERY MUCH.

AND--I LOVE **HER,** CAPTAIN STACY! BUT, WHAT WILL **HAPPEN--**

IF SHE EVER LEARNS THAT I'M-- **SPIDER-MAN?**

SPIDER-MAN-- THE ONE SHE BLAMES FOR YOUR **DEATH!**

MISTER--

HOW COME YOU DON'T TAKE OFF YOUR **SEAT BELT?** EVERYONE **ELSE** DID.

DO YOU **LIKE** WEARIN' IT?

HUH? WHA--? OH, OH I **SEE.**

WOW-- HAVE **I** GOT IT BAD! I DIDN'T EVEN NOTICE WE WERE IN THE **AIR!**

THANKS FOR **REMINDING** ME, PAL.

I HOPE MY SON ISN'T **DISTURBING** YOU, YOUNG MAN.

IT'S HIS **FIRST** FLIGHT, AND HE'S RATHER **THRILLED** ABOUT IT.

THAT'S OKAY, SIR! HE WAS JUST BEING **HELPFUL.**

MY DADDY'S A **GOV'MINT** MAN!

ARE **YOU** A GOV'MINT MAN?

'FRAID NOT.

MY DADDY'S AN AMERICAN **DEGALATE--**

THAT'LL BE ENOUGH OF **THAT,** SON--

YOU MUSTN'T DISTURB THE OTHER **PASSENGERS.**

SAY, THAT'S **TERRIFIC!** BUT I THINK YOU MEAN **DELEGATE.**

I **THOUGHT** I RECOGNIZED HIM.

HE'S **HERBERT KNOWLES.** ONE OF THE DELEGATES TO THE **PEACE TALKS.**

A FEW HOURS **LATER--**

WONDER WHAT THEY'D SAY IF THEY KNEW THEIR "FELLOW PASSENGER" **PACKED** IN SUCH A **HURRY--**

--THAT HE'S STILL WEARING HIS **SPIDER-MAN COSTUME** UNDER HIS SUIT.

AND THAT **REMINDS** ME--

I STILL OWE THE **BUGLE** FOR THIS TRIP...

SO I'D BETTER NOT **RETURN** WITHOUT SOME **NEWSPIX** TO PAY FOR IT.

EVERYONE STAY IN YOUR SEATS!

THE **LOUD-SPEAKER.**

SOMETHING MUST HAVE **HAPPENED.**

BUT **WHAT?**

LADIES AND GENTLEMEN-- WE HAVE A SPECIAL *ANNOUNCE-MENT* TO MAKE.

NO ONE MAY *LEAVE* THE PLANE! WE ARE ALL BEING HELD-- AS *HOSTAGES!*

HOSTAGES? BUT-- BY *WHOM?*

WE'VE BEEN INFORMED THAT A *BOMB* HAS BEEN PLACED UNDER THE *LANDING RAMP!*

IF THE *TERRORISTS'* *DEMANDS* ARE NOT MET-- IT WILL BE *BLOWN UP*-- BY *REMOTE CONTROL!*

PLEASE-- KEEP YOUR *SEATS!* WE MUST NOT *PANIC!*

THE TERRORISTS HAVE *PROMISED* THAT NO ONE WILL BE *INJURED.*

WITH A *BOMB* NEAR THE PLANE? HOW CAN THEY BE *SURE?*

IF I CAN REACH THE *WASHROOM*-- AND CHANGE *CLOTHES*--

WHAT DO THEY *WANT?*

WHAT ARE THEY *AFTER?*

WE DON'T *KNOW* YET.

FOR *ONCE* I GOT A *BREAK.*

NOW THAT I'M *MASKED* --I CAN LET MYSELF *GO.*

IF THERE *IS* A BOMB NEAR THE PLANE--

I'VE GOT TO GET *RID* OF IT!

SKRAK!

NO TIME TO BOTHER UNLOCKING *DOORS.*

WE WILL GIVE THEM *FIVE MINUTES* TO--

WAIT! WHAT IS *THAT*--UNDER THE *FUSILLAGE?*

IT'S SOME-THING-- *CRAWLING* ALONG!

THEY MUST HAVE *SPOTTED* ME BY NOW--

BUT I HAVE TO *GAMBLE* ON THEM NOT KNOWING MY *POWER.*

THEY'LL *HESITATE*-- NOT SUSPECTING WHAT I CAN *DO*--WITH ONE *KICK.*

BUT IT'S GOT TO BE *PERFECT.*

I'LL ONLY GET *ONE* CHANCE!

NOW!

IF I CAN KICK IT *HARD* ENOUGH--TO GET IT SAFELY *AWAY*-- FROM THE *PLANE*--

HOK

I *DID* IT! THE BOMB WENT *OFF*-- THE SHIP IS *SAFE!*

*WITHIN SECONDS, THE PLANE IS SWIFTLY **EVACUATED** AS THE SMOKE BEGINS TO CLEAR--*

GET EVERYONE *OFF* THE FIELD.

IT'S A *POLICE MATTER* NOW.

=WHEW!= THAT WAS TOO *CLOSE* FOR-- *HEY!*

GUNFIRE! MUST BE THE *TERRORISTS!* THEY'RE TRYING TO *ESCAPE.*

STOP THEM! *STOP* THEM! THEY'VE SEIZED THE AMERICAN *DELEGATE* AND HIS *SON!*

KNOWLES! IT MUST HAVE BEEN *HIM* THEY WERE AFTER ALL THE *TIME!*

THAT MEANS MY JOB'S JUST *STARTING!*

NO WONDER THEY CALL 'EM TERROR-ISTS.

ANYONE WHO'D THREATEN A PLANELOAD OF INNOCENT PEOPLE WITH BOMBING--

AND KIDNAP A MAN AND HIS SON--

I'VE GOT TO GET THEM-- AND GET 'EM GOOD!

THWIPP

THEY'VE BEEN WATCHING TOO MANY WESTERNS--

WHERE THE HERO SHOOTS PISTOLS OUT OF OUTLAWS' HANDS--

--FROM THE BACK OF A RACING PONY.

BUT THIS IS NO MOVIE--

AND I'M NO STAGE-PROP PISTOL!

KRAK!

KRAK!

THEY CAN'T SEE ME NOW--

--'CAUSE I'M DIRECTLY OVERHEAD.

SO HERE GOES--

THEY MUST HAVE HEARD ME LAND-- BUT I SHOULD WORRY.

--JUST SO LONG AS I GET MY SPIDEY TRACER PLANTED.

THERE! NOW I CAN JUST-- UH OH!

LUCKY I TINGLED JUST IN TIME.

THE WAY YOU FELLAS WASTE AMMO, YOU MUST GET IT WHOLE-SALE.

BUKKA BUKKA BUKKA

DOG! YOU WILL INTERFERE WITH US NO LONGER.

I'M GLAD TO *HEAR* THAT, CHARLIE.

THWOK

THIS ISN'T MY IDEA OF THE IDEAL *VACATION.*

NOW WHAT'S WRONG? WHY'S MY SPIDEY-SENSE *TINGLING* AGAIN?

I SHOULD HAVE *GUESSED*-- THEY'VE GOT A *SLIDING ROOF*--

AND IT'S NOT JUST FOR GETTING *SUN-TANS!*

I'M *OFF-BALANCE*-- NO TIME TO *LUNGE*-- HE'S ABOUT TO *FIRE!*

ALL I CAN DO IS HURL MYSELF *BACKWARDS*-- AND BRUSH UP ON MY *PRAYING.*

HE'S *FALLING!* I *GOT* HIM.

YEAH--YOU JUST KEEP *THINKING* THAT, MISTER--

'CAUSE NO MATTER *WHERE* YOU GO-- YOU'RE TAKING MY *SPIDEY TRACER* WITH YOU.

JUST SO LONG AS YOU DON'T COME BACK TO *CHECK.*

AND THAT MEANS--I'LL *FIND* YOU AGAIN.

BUT *FIRST,* I'D BETTER GET OUT OF THIS *COSTUME,* AND--

UH OH! HEADS *UP,* SPIDEY--LOOKS LIKE YOU'VE GOT *COMPANY.*

THIS IS THE CHAP WHO PURSUED THE CAR, INSPECTOR.

WHAT DO I DO NOW? CAN'T MAKE A BREAK WITHOUT HURTING SOMEONE.

INSPECTOR HARGRAVES HERE! I SAW WHAT YOU DID, MY MAN, AND WAS MOST IMPRESSED.

BUT WHY ON EARTH DO YOU CHOOSE TO WEAR THAT RIDICULOUS COSTUME?

I HATE TO BE UN-NOTICED IN A CROWD.

WHAT A RELIEF! HE SEEMS REASON-ABLE ENOUGH.

A PITY THOSE BEGGARS GOT AWAY--BUT WE'LL FIND THEM!

THEY HOPE TO FORCE US TO FREE SOME OF THEIR FELLOWS WHOM WE'VE ALREADY IMPRISONED.

BUT THEY'LL FIND US RATHER MORE DETERMINED THAN THEY EXPECT.

HOWEVER, I'D LIKE TO KNOW A BIT MORE ABOUT YOU, MY LAD.

LOOK--THERE'S NO LAW AGAINST WEARING A COSTUME, IS THERE?

NOW, NOW--DON'T GET BELLIGERENT, OLD BOY! THE YARD KEEPS A FILE ON SPIDER-MAN, Y'KNOW.

THOUGH I MUST ADMIT, IT'S NOT AS COMPLETE AS I'D WISH.

BUT I'LL REVIEW IT AGAIN.

OKAY THEN--YOU DO THAT!

BUT WHILE YOU'RE UN-WINDING RED TAPE, I'LL BE FINDING KNOWLES AND HIS SON!

INSPECTOR! HE'S GETTING AWAY--UP THAT SHEER WALL!

NUTS! WHY DID I LOSE MY TEMPER?

HE WAS A RIGHT GUY--

JUST DOING HIS JOB.

SIR, I STUDIED THE SPIDER-MAN FILE QUITE RECENTLY. I REMEMBER NOTING THAT HE IS A FUGITIVE--WANTED BY THE NEW YORK CONSTABULARY.

NO NEED FOR ALARM, BROOKS. HE'S A STRANGER, ALONE IN OUR CITY.

IT WILL BE SIMPLE ENOUGH TO KEEP HIM UNDER SURVEIL-LANCE.

AND THAT IS PRECISELY WHAT WE'LL DO.

THEN, FOR THE NEXT FEW HOURS--

I'VE GOT TO KEEP CRISS-CROSSING THE CITY...

...UNTIL I SENSE THE SIGNAL FROM MY SPIDEY-TRACER.

I JUST HOPE IT WON'T TAKE TOO LONG.

'CAUSE EVERY MINUTE THAT GOES BY--

--IS A MINUTE AWAY FROM GWENDY!

MAYBE I'M A SHNOOK FOR BUTTING IN--

IT'S NOT AS THOUGH ANYONE ASKED ME TO.

BUT WHEN I THINK OF THAT NICE GUY, KNOWLES-- AND THAT LITTLE SON OF HIS-- IN THE HANDS OF THOSE GUN-HAPPY CREEPS SOMEWHERE--

SOMETIMES --I FEEL LIKE I WAS BORN TO BE SPIDER-MAN.

SAY--THAT CAR LOOKS LIKE--

NOPE! FALSE ALARM. I'M NOT GETTING A TINGLE.

FISH N' CHIPS

WHILE I'M HERE, I'LL STASH MY CLOTHES AWAY FOR A WHILE.

IF IT COMES TO A FIGHT, THEY COULD GET IN THE WAY.

STRANGE-- I'M BEGINNING TO TINGLE NOW.

BUT WHY? THERE'S NO CAR.

ALTHOUGH OUR HERO MAY NEVER KNOW THE REASON WHY--IT'S PRETTY CLEAR TO US--

A FIGURE-- SWINGING PAST MY WINDOW!

IT LOOKS LIKE--IT IS-- BUT IT ISN'T POSSIBLE! HE CAN'T BE HERE! NOT HERE!

12

FIRST, HE KILLED MY FATHER-- AND NOW--

HE'S TRAVELLED ALL THE WAY ACROSS THE OCEAN--AFTER ME!

GWEN!

OHHHHHH...

WHAT IS IT, ARTHUR? WHAT HAPPENED TO THE CHILD?

I DON'T KNOW, MY DEAR. SHE LOOKED OUT OF THE WINDOW, AND THEN-- SHE FAINTED!

LISTEN! WHAT IS SHE MUTTER-ING?

OVER AND OVER AGAIN-- UNDER HER BREATH... IT SOUNDS LIKE--SPIDER-MAN.

ISN'T HE THE ONE SHE HAS BLAMED FOR POOR GEORGE'S DEATH?

SHE MUST HAVE IMAGINED SHE SAW HIM.

13

MEANWHILE--

I MUST HAVE COVERED EVERY *INCH* OF THIS TOWN BY NOW.

THEY *COULDN'T* HAVE GOTTEN TOO FAR WITHOUT--*WAIT!*

THERE'S NO *MISTAKING* IT THIS TIME! I'M *TINGLING* LOUD AND CLEAR.

I'VE *FOUND* THEM!

YEP-- THERE'S THE *CAR*--

--SLIDING ROOF AND ALL!

LOOK! IT IS THE MASKED INTERLOPER KNOWN AS *SPIDER-MAN.*

HE HAS *SEEN* US! HE WILL AGAIN *ATTACK.*

LOOK OUT-- THAT *BUS!*

SKREE

PERFECT! THAT GIVES ME THE *TIME* I NEED--

--TO GET MY AUTOMATIC *CAMERA* POSITIONED AND *READY.*

THWIPP

UH OH! THEY'RE NOT WASTING A *MINUTE!*

ZTOK

SKRUTCH!

--AND NEITHER WILL I!

SPKSP

HAVE TO MOVE FAST, BEFORE A STRAY BULLET SMASHES MY CAMERA.

--OR, EVEN WORSE--BEFORE IT SMASHES ME.

SORRY, SON--ONE CHANCE IS ALL YOU GET.

BOK!

NOW TO PEEL THIS SUN-ROOF OFF AND SEE WHAT'S--HEY!

YOU BOYS TRYING TO TELL ME SOME-THING?

THAKKA THAKKA THAK!

OKAY, CHARLIE--THAT SINKS IT!

I'M THRU BEING A SITTING DUCK FOR YOU CREEPS.

SO NOW WE PLAY IT MY WAY!

QUICK! OUT OF THE CAR--

WE'LL FINISH HIM OUTSIDE.

I WAS HOPING YOU'D DO THAT.

SAVES ME THE TROUBLE OF YANKING YOU OUT ONE AT A TIME.

THWOP!

NOW TO GET KNOWLES AND HIS SON...

OH NO! THEY'RE-- NOT HERE!

I SHOULD HAVE GUESSED THEY'D HIDE THEM SOME-WHERE.

BUT, WHEREVER IT IS-- THEY MAY BE IN DANGER.

OKAY, MISTER-- YOU'RE THE FIRST TO WAKE UP--

SO TALK-- IF YOU WANNA STAY THAT WAY!

THE POLICE KNOW OUR TERMS--

UNLESS ALL OUR COMRADES ARE RELEASED FROM PRISON-- THE AMERICANS WILL DIE AT SEVEN!

NOTHING CAN SAVE THEM! THEIR FATE IS SEALED-- BY TIME ITSELF!

IF THEY DIE-- THE GUILT IS YOURS!

NO! NO! NOT THIS TIME! NOT THIS TIME!

SPIDER-MAN-- GET HOLD OF YOURSELF! RELEASE HIM, I SAY!

NO ONE ELSE-- WILL EVER DIE--BECAUSE OF ME! NO ONE!

WAS HE TELLING THE TRUTH?

I'M AFRAID SO! I'M ALSO AFRAID WE CAN-NOT ACCEDE TO THEIR TERMS.

WE SHAN'T LET TERRORISTS MAKE A MOCKERY OF JUSTICE!

BUT THEY'RE FANATICS! THEY'LL STOP AT NOTHING!

WHAT IF THEY'VE SET EXPLOSIVES-- TIMED TO GO OFF AT SEVEN?

THEN WE MUST HOPE KNOWLES CAN BE FOUND --BEFORE THEN.

IF WE CAN GET THEM TO TALK--

I'M NOT WAITING!

MUSTN'T FORGET MY CAMERA.

WITH MY SPIDER SENSE, I'VE A BETTER CHANCE THAN THEY HAVE.

LESS THAN TWO HOURS REMAIN-- FOR ME TO SAVE TWO LIVES!

AND, AS THE CRUCIAL SECONDS INEXORABLY TICK ON--

TICK TICK TICK TICK TICK TICK TICK TICK

THEY MUST BE *SOMEWHERE* IN THE CITY.

BUT WHERE? *WHERE?*

IF ONLY I HAD A *CLUE*--SOMETHING TO *GO* ON...

WHAT *WAS* IT THE TERRORIST *SAID?*

"THEIR FATE IS SEALED--*BY TIME ITSELF!*"

WHY DOES THAT *STICK* IN MY MIND?

THAT *ONE* PHRASE--"*BY TIME ITSELF*"--

HE *SAID* IT AS THOUGH--IT HAD A SPECIAL *MEANING.*

WHY WOULD THEIR FATE BE SEALED BY *TIME?* UNLESS--

BIG BEN!

IT'S A *LONG SHOT*--BUT I'VE GOT TO *TRY* IT.

TWO MINUTES TILL *SEVEN!*

IF I GUESSED *WRONG*--THEY'VE *HAD* IT!

THWIPP!

IT'S *THEM!* I WAS *RIGHT.*

THESE *WIRES*-- LEADING TO THE *BELL*--

SET TO *GO OFF*--WHEN THE CLOCK CHIMES *SEVEN!*

THERE'S ONLY *ONE* WAY TO *SAVE* THEM--

EVERY-THING DEPENDS ON MY *SPEED.*

THE CLOCK HAS *FOUR* FACES--

AND I HAVE TO WEB *ALL* OF THEM!

THWIPP!

IT *MUSTN'T* STRIKE THE HOUR!

I *DID* IT!

BUT THERE'S *NO* TIME TO LOSE.

IF THE WEBBING SHOULD *BREAK--!*

HANG ON-- BOTH OF YOU.

I'LL WALK DOWN THE *WALL*-- FAST AS I CAN...

PUT YOU ON THE *LEDGE,* BELOW--THEN GO *BACK,* AND RIP OUT THE *FUSE.*

SPIDER-MAN-- I'VE *HEARD* OF YOU--*READ* ABOUT YOU-- BUT--

SAVE IT, MISTER! WE'RE NOT CLEAR *YET.*

BUT THEN, MINUTES LATER--

IT'S ALL DE-FUSED.

I CAN BRING YOU DOWN NOW.

GOOD SHOW, MR. KNOWLES! THE BLIGHTERS ARE ALL IN PRISON NOW.

HAD THEY NOT ATTEMPTED THIS SHODDY SCHEME, THEIR FELLOWS MIGHT HAVE BEEN PARDONED! BUT NOW--

BUT NOW, INSPECTOR-- WE'RE JUST GLAD TO BE ALIVE.

HE'S GOING AWAY.

AND THERE, BLESS HIM, IS THE ONE WHO SAVED US.

I SAY, OLD MAN--WHY DO THEY FEAR AND HATE HIM SO IN THE STATES?

I WISH I KNEW, INSPECTOR.

PERHAPS TOO MANY OF US ARE PROPHETS WITHOUT HONOR IN OUR OWN LANDS.

FOR ONCE, EVERYTHING WORKED OUT SWELL.

THE HOSTAGES ARE SAFE-- I GOT MY NEWSPIX--

AND NOW NOTHING CAN KEEP ME FROM GWENDY.

HER UNCLE'S NAME IS ARTHUR.

SO I'LL GO THRU EVERY STACY IN THE PHONE BOOK, UNTIL--

OH NO!

THE ONE THING I DIDN'T THINK OF!

DAILY TIMES

SPIDER-MAN FOILS TERRORIST PLOT!

NOW THAT ALL ENGLAND KNOWS THAT SPIDER-MAN IS HERE--

HOW CAN PETER PARKER GO TO VISIT GWEN?

SHE'D BE CERTAIN TO SUSPECT!

SHE'D PUT TWO AND TWO TOGETHER IN A *MINUTE.*

WHEREVER *PETER PARKER* GOES-- *SPIDER-MAN* APPEARS.

LY TIMES

PIDER MAN FOILS DRIST PLOT!

I-- DON'T DARE *CHANCE* IT!

ONCE *AGAIN,* EVEN WHEN I *WIN--I LOSE!*

BUT *THIS* TIME-- I'M LOSING *GWEN!*

WHY DOES IT ALWAYS *HAPPEN?* WHY? *WHY?*

GWENDOLYNE! COME *HERE,* MY DEAR-- *QUICKLY.*

LOOK AT *THIS.*

SPIDER-MAN

YOU *WEREN'T* DREAMING! YOU *DIDN'T* IMAGINE IT.

SPIDER-MAN *IS* IN LONDON. YOU *MUST* HAVE REALLY *SEEN* HIM.

BUT, ACCORDING TO THIS *NEWSCAST,* HE SEEMS A *DECENT* SORT.

I'D VENTURE TO SAY THE CHAP'S A BLOOMIN' *HERO!*

PERHAPS YOU WERE TOO QUICK TO *CONDEMN* HIM, CHILD.

AFTER ALL, YOU WERE UNDER A GREAT *STRAIN*--WHAT WITH POOR GEORGE'S DEATH...

YOU MAY HAVE DONE HIM--AN *INJUSTICE.*

IT ALL COMES *BACK* TO ME NOW.

EVEN *FATHER* USED TO SAY --HE DIDN'T THINK SPIDER-MAN WAS REALLY *BAD.*

I'M--SO *MIXED-UP!* IF ONLY *PETER* WERE HERE.

I HOPED-- AND *PRAYED*-- HE'D *LOVE* ME ENOUGH TO COME AFTER ME.

BUT I GUESS I WAS *WRONG* --ABOUT *MANY* THINGS.

20

WHILE, IN THE STREET BELOW, A FORLORN FIGURE TRUDGES TOWARDS THE AIRPORT-- AND A DISMAL JOURNEY HOME...

MAYBE IT'S *BEST* THIS WAY.

SHE NEVER EVEN *WROTE!* SHE'S PROBABLY *--FORGOTTEN* ME.

NEXT

The GREEN GOBLIN!

SPIDER-MAN

15¢ CC

96 MAY

the AMAZING SPIDER-MAN

WHAT YOU'VE BEEN WAITING FOR! THIS ONE'S GOT IT ALL!

MARVEL COMICS GROUP

A JOB FOR PETER PARKER!

THE LAST FATAL TRIP!

MARY JANE KNOCKS 'EM DEAD!

AND

THE GREEN GOBLIN RETURNS!

E 4ST

2NDAV

VILLAGE THEATER

SPIDER-MAN'S GETTING AWAY!

THE AMAZING SPIDER-MAN!™

..AND NOW, THE GOBLIN!

DRAMA! ACTION! SHOCK! THIS ONE'S A KNOCKOUT!

LAST ISH, WE SAW PETER PARKER IN LONDON, WHERE HE HAD GONE TO FIND THE GIRL HE LOVES. BUT, BEFORE HE COULD MEET GWEN STACY, HE HAD TO BECOME SPIDER-MAN AGAIN, AND GO INTO BATTLE.

STORY: STAN LEE
ART: GIL KANE
JOHN ROMITA
LETTERING: ARTIE SIMEK

556 2

NOW, LET'S GO BACK A FEW HOURS, AS PETER PARKER WINGS TOWARDS NEW YORK--

IT WAS ALL FOR NOTHING.

I NEVER DID GET A CHANCE TO SEE GWEN.

ONCE SHE LEARNED THAT SPIDER-MAN WAS IN LONDON--

I COULDN'T LET HER SEE THAT I WAS THERE, TOO.

SHE'D HAVE PUT TWO AND TWO TOGETHER--

--AND REALIZED THAT PETER PARKER--AND SPIDER-MAN --ARE ONE AND THE SAME!

BUT, AT LEAST IT WASN'T A TOTAL LOSS...

INTERNATIONAL

I DID GET SOME GREAT PHOTOS OF SPIDEY IN ACTION.

THEY'LL REPAY JOE ROBERTSON FOR THE ROUND-TRIP TICKET HE GOT ME.

SO I'D BETTER DELIVER THEM BEFORE I DO ANYTHING ELSE.

TAXI! TAXI!

TAXI

A SUBWAY WOULD HAVE BEEN CHEAPER.

BUT, WHAT THE HECK--IT'S MY LAST FEW BUCKS--

MIGHT AS WELL BLOW 'EM!

KEEP RIGHT

HI, BETTY! MR. ROBERTSON IN?

HELLO, PETER.

EDITOR J ROBE

YES, HE IS.

SPIDER-MAN FIGHTING THE TERRORISTS, EH?

EXCELLENT, PETER-- EXCELLENT.

I THOUGHT YOU'D LIKE THEM.

YOU WERE *LUCKY* TO GET THESE.

WHAT DOES HE *MEAN* BY THAT? WHY'S HE *LOOKING* AT THEM SO LONG?

CAN HE BE THINKING-- WHAT I'M *AFRAID* HE'S THINKING?

I WAS A *FOOL!* I WAS SO BUSY WORRYING ABOUT *GWEN* LEARNING MY SECRET--

--I DIDN'T STOP TO THINK ABOUT *ROBBIE.*

WHAT IF HE *ALSO* WONDERS WHY *SPIDEY* IS ALWAYS ON THE SCENE WHEN *PETER PARKER* IS THERE?

OKAY, PETER--THESE PIX ARE WELL *WORTH* WHAT WE SPENT FOR YOUR *FARE.*

I *KNEW* YOU WOULDN'T LET ME DOWN, SON.

I WONDER-- HOW MUCH *MORE* THAN THAT HE KNOWS?

BUT, MAYBE I'M *OVERLY* SUSPICIOUS! AFTER ALL, HE HASN'T *SAID* ANYTHING.

MY BEST BET IS TO PLAY IT *COOL.*

--WHILE I *CAN.*

THE NEXT DAY, AT GOOD OLD E. S. U.--

IT FEELS *FUNNY,* GETTING BACK TO THE OLD ROUTINE.

HEY, *PETE!* I'VE BEEN *LOOKING* FOR YOU.

THE GANG'S GOING TO THE *THEATRE* TONIGHT.

SORRY, HARRY-- COUNT ME *OUT.*

I'M *BROKE.*

BUT IT'S ***MARY JANE'S*** FIRST BIG ROLE! SHE'S STARRING IN AN OFF-BROADWAY ***MUSICAL.***

I SURE WOULDN'T WANNA ***MISS*** IT, BUT--

BUT ***NOTHING!*** I'LL ***LEND*** YOU THE BREAD.

NUTS! IT'S BAD ***ENOUGH*** THAT I'VE BEEN ***FREE-LOADING*** AT YOUR PAD ALL THESE MONTHS...

COME ***OFF*** IT, PAL! YOU'VE ***MORE*** THAN EARNED YOUR KEEP BY HELPING ME WITH MY ***STUDIES.***

A ***TUTOR*** WOULD HAVE COST ***TWICE*** AS MUCH.

ANYWAY, MY DAD'S ***JOB OFFER*** IS STILL ***OPEN*** TO YOU, PETE.

YOU'RE A ***JERK*** NOT TO TAKE IT.

IN FACT, I ***KNOW*** WHAT I'M GONNA ***DO--***

HEY, ***HOLD*** IT, HARR! TAKE IT ***EASY*** NOW.

UH UH! MY MIND'S MADE ***UP!*** I'M ***TELLING*** HIM YOU SAID ***YES.***

SO GO ***SEE*** IM, ROOM-MATE.

YOU'VE NOTHING TO ***LOSE.***

HARRY'S ***RIGHT!*** WHY AM I SO DARN ***STUBBORN?***

HIS FATHER OWNS ONE OF THE BIGGEST ***CHEMICAL*** COMPANIES IN THE EAST.

HE'S ALWAYS DOING ***RESEARCH--*** AND THAT'S RIGHT UP MY ***ALLEY.***

BUT THERE'S ***ONE*** THING WRONG.

ONE THING THAT EVEN ***HARRY*** DOESN'T KNOW ABOUT.

OSBORN AND I SHARE A DEADLY ***SECRET*** TOGETHER!

I'D BETTER GET INTO ***COSTUME*** FOR A WHILE.

I CAN ALWAYS ***THINK*** CLEARER WHEN I'M ***WEB-SWINGIN'*** 'ROUND TOWN.

--AND THIS ISN'T **EASY** TO THINK ABOUT!

NOT WHEN IT **CONCERNS**--THE **GREEN GOBLIN!**

THE **ONLY** LIVING MAN WHO **KNOWS** MY REAL **IDENTITY!**

"OF **ALL** THE FOES I EVER FOUGHT, THE **GOBLIN** WAS EASILY THE **DEADLIEST!** AND YET--"

I HAVE TO BE CAREFUL NOT TO **HARM** HIM.

JUST AS **I** KNOW **HIS!**

"FOR, NO ONE KNEW BUT **ME** THAT THE **GREEN GOBLIN** WAS REALLY-- HARRY OSBORN'S **FATHER!**"

"THE **REASON** HE WAS SO DEADLY IS-- HE WAS MENTALLY **SICK**--"

I'VE GOT TO GET HIM TO A **DOCTOR.**

HE'S **ILL**-- DESPERATELY ILL.

"--MR. OSBORN DIDN'T **KNOW** HE WAS THE GOBLIN! HE COULDN'T **HELP** BEING AS HE WAS!"

"FOR **ONCE,** LUCK WAS **WITH** ME! HE DEVELOPED **AMNESIA**-- AND REMEMBERED **NOTHING.**"

MY SECRET IS **SAFE**--SO LONG AS HIS **MEMORY** DOESN'T RETURN.

WHEN HE **RECOVERED,** HE BECAME A NORMAL **BUSINESSMAN** AGAIN.

HE DOESN'T EVEN REMEMBER THAT HE ONCE HAD BEEN THE **GOBLIN.**

SO WHY **DON'T** I TAKE THE JOB HE'S OFFERING?

IT'LL BE MORE **STEADY** THAN SELLING PICTURES TO THE **BUGLE.**

AND I'LL BE ABLE TO LEAD A **NORMAL** LIFE FOR A WHILE.

EVEN **AUNT MAY** WILL BE GLAD I'M FINALLY **WORKING.**

MY MIND'S MADE **UP!** I'LL **DO** IT.

IT'S ABOUT **TIME** I CASHED IN ON THE ONE TALENT I WAS **BORN** WITH--

THE FACT THAT I'VE A NATURAL FEELING FOR **SCIENCE.**

OSBORN WILL REALLY BE ABLE TO **USE** ME.

HARRY ALWAYS **SAYS** HE CAN'T GET ENOUGH GOOD **RESEARCH** MEN.

WELL, IF I WAS GOOD ENOUGH TO WIN A SCIENCE **SCHOLARSHIP**--

WHY NOT MAKE IT PAY **OFF?**

IT STRA

5

HI! MY NAME IS **PETER PARKER,** AND--

OH, YES.

OSBORN RESIDENT

MR. OSBORN IS **EXPECTING** YOU.

HIS **SON** JUST CALLED AND SAID YOU'D **BE** HERE.

MMMM, HE MUST HAVE STEPPED **OUT** FOR A MOMENT.

JUST GO **IN**-- HE'LL BE RIGHT BACK.

WOW! A GUY COULD LEARN TO GET **USED** TO ALL THIS.

IT'S GOT **WEB-SWINGING** BEAT ALL HOLLOW.

MAYBE I **CAN** MAKE ENOUGH MONEY WORKING HERE--

--TO GO BACK AND FIND **GWEN** AGAIN.

6

I'M FEELING **FINE,** DOC.

THAT'S MR. **OSBORN'S** VOICE--FROM THE OTHER ROOM.

SOUNDS LIKE HE'S GETTING A PHYSICAL **EXAM.**

I HOPE-- HE'S NOT CRACKING **UP** AGAIN.

GOOD. GOOD. JUST STAY **CALM,** AND AVOID ANY **EXCITEMENT.**

PHYSICALLY, YOU'RE STRONG AS AN **OX,** NORMAN.

I **TOLD** YOU I WAS OKAY, DOC.

BUT REMEMBER-- JUST STICK TO YOUR **BUSINESS.**

TRY NOT TO THINK ABOUT **CRIME--** OR **SUPER-HEROES--**

OR THE REPORTS ABOUT **SPIDER-MAN.**

THEY ALWAYS SEEM TO AFFECT YOUR **BLOOD PRESSURE.**

DON'T **WORRY,** DOC. I'M ONLY INTERESTED IN **CHEMISTRY.**

WELL, IF IT ISN'T **PETER PARKER.**

GLAD TO **SEE** YOU, MY BOY.

HARRY SUGGESTED I DROP BY, MR. OSBORN.

REMEMBER, NORMAN-- **NO** EXCITEMENT.

DON'T MIND THE **DOCTOR,** PARKER. HE'S AN OLD **WORRY WART.**

OSBORN **LOOKS** CALM ENOUGH.

I GUESS **I'M** A WORRY WART, TOO.

HARRY TELLS ME YOU'RE INTERESTED IN A **JOB** HERE.

AND I'M **GLAD** TO HEAR IT.

I **WANT** YOUNG PEOPLE--WITH YOUNG **IDEAS.**

ESPECIALLY A BRIGHT YOUNG **SCHOLARSHIP** STUDENT--LIKE **YOU.**

IT'S HARD TO **GET** GOOD MEN NOWADAYS.

IT'S **STRANGE--** YOU ALWAYS SEEM TO **REMIND** ME OF SOMEONE--BUT, I DON'T KNOW **WHO.**

OH WELL-- IT'S PROBABLY MY **IMAGINATION.**

SINCE YOU'RE STILL ATTENDING **COLLEGE**, YOU'LL HAVE TO WORK **PART-TIME.**

SO, THE **FAIREST** SYSTEM WILL BE TO PAY YOU BY THE **HOUR.**

SOUNDS **GREAT**, MR. OSBORN! I'LL PUT IT ALL **TOGETHER** AND GET BACK TO YOU.

FIGURE OUT YOUR **SCHEDULE**, AND LET ME KNOW.

PERHAPS I'LL SEE YOU AT THE **SHOW** TONIGHT--

I'M ANXIOUS TO SEE IF HARRY'S GIRL FRIEND, **MARY JANE**, IS AS GOOD AS HE **SAYS!**

I'M-- AFRAID I WON'T BE ABLE TO **MAKE** IT, SIR.

NONSENSE, PETER! IT'S ON **ME!** I'M TREATING THE WHOLE **CROWD.**

SO YOU **BE** THERE, BOY.

WELL, IN **THAT** CASE...

GOOD OLD HARRY MUST HAVE **TOLD** HIM HOW **BROKE** I AM.

WELL, IT'LL BE **FUN** SEEING M.J. DO HER THING.

I WONDER HOW MANY HOURS A WEEK I'LL BE ABLE TO **SPARE** FOR MY NEW JOB AT--

PETER, DEAR! I **THOUGHT** THAT WAS YOU.

NO PARKING POLICE DEPT.

WHAT A **WONDERFUL** SURPRISE.

AUNT MAY! AND **MRS. WATSON.**

ANNA **CONVINCED** ME THAT I SHOULD GET **OUT** MORE.

SO WE'RE OFF TO A **SHOW.**

WHAT BRINGS **YOU** DOWN-TOWN?

WE'RE GOING TO SEE **HAIR.**

HAIR?!!

BUT-- IT MIGHT BE-- A LITTLE TOO **FAR-OUT** FOR YOU! I MEAN--

LOOK, IT-- IT'S NOT EXACTLY RATED "G"!

HONESTLY, PETER--YOU'RE **SO** OLD-FASHIONED! YOU REALLY SHOULD BE MORE **HEP.**

YOU MEAN--**HIP.**

WELL, **WHATEVER** YOU CALL IT.

ANNA IS TEACHING ME TO BE A **SLINGER.**

THAT'S AUNT MAY--BLESS HER.
NO SENSE TELLING HER THE WORD IS SWINGER.
THE BIG THING IS --SHE'S HAVING SOME FUN FOR ONCE.
BUS STOP
MRS. WATSON IS BETTER FOR HER THAN ALL THE MEDICINE IN THE WORLD.
MAYBE THINGS ARE LOOKING UP FOR ME, AT LAST.
FIRST, A CHANCE TO GET SOME READY CASH-- THANKS TO MR. OSBORN.
AND NOW, AUNT MAY-- LOOKING HAPPIER THAN I'VE SEEN HER IN MONTHS.
THE ONLY THING STILL MISSING IS-- GWENDY.
BUT, THE WAY THINGS SEEM TO BE GOING NOW--
I'LL FIND SOME WAY TO GET HER BACK AGAIN! I JUST HAVE TO.
IF I COULD JUST PROVE THAT SPIDER-MAN WASN'T RESPONSIBLE FOR HER FATHER'S DEATH--
UH OH! WONDER WHAT'S UP?
EEEE

WOW! I JUST THOUGHT OF SOMETHING--

SUPPOSE AUNT MAY REALLY GETS WITH IT.

TODAY, SHE'S SEEING HAIR--

TOMORROW, SHE MAY STOP WORRYING ABOUT ME SO MUCH.

THE TIME MAY COME WHEN I DON'T HAVE TO GUARD MY SECRET IDENTITY.

AFTER ALL, I ONLY KEEP IT SECRET BECAUSE OF HER.

IF EVER I COULD LET IT ALL HANG OUT--

AND THEN, IF I COULD SQUARE MYSELF WITH GWENDY--

I'D NEVER HAVE A WORRY IN THE WORLD!

BUT, WHO AM I KIDDING? IT'S ALL JUST A PIPE DREAM! HOW COULD I HOPE TO--

HEY! SO THAT'S WHERE THE COPS WERE HEADED!

I GOT HERE JUST IN TIME.

THE POOR GUY'S STONED RIGHT OUT OF HIS MIND.

I CAN FLOAT-- FLY LIKE A BIRD--

GET BACK! WE'RE COMING TO HELP YOU!

THEY'LL NEVER REACH HIM IN TIME.

HELP? WHO NEEDS HELP?

I'M A LION-- AN EAGLE! I CAN DO ANY-THING!

BUT I FEEL BAD! NO ONE BELIEVES ME.

THEY GOTTA BELIEVE! THEY GOTTA KNOW HOW IT IS!

THEY GOTTA SEE--SEE HOW I WALK ON THE AIR--

GOTCHA!

HAVE TO TIME IT JUST RIGHT.

THERE WON'T BE A SECOND CHANCE.

I JUST REMEMBERED--

I'M STILL WANTED BY THE POLICE!

BUT THIS IS NO TIME TO WORRY ABOUT IT.

THIS KID'S SICK --REAL SICK!

POLICE

IS HE-- BREATHING, SAM.?

NOT SO'S YOU CAN NOTICE IT.

MOMMY, WHAT--?

IT'S CALLED MOUTH-TO-MOUTH RESUSCITATION, DEAR.

IT'S-- HIS ONLY HOPE.

A MERE FORTY OR FIFTY SECONDS CAN SEEM AN ETERNITY. BUT, FINALLY--

LOOK! HE MOVED!

OKAY, GET THE STRETCHER.

HE'S BREATHING.

12

WELL, THERE'S NO NEED FOR ME TO HANG AROUND.

SPIDER-MAN SAVED HIM-- NOW HE'S TAKIN' OFF.

I THOUGHT HE WAS WANTED.

MAYBE SO-- BUT I'D TURN IN MY BADGE BEFORE I'D BUST 'IM-- AFTER THIS.

13

I SURE HOPE THAT POOR GUY'LL BE ***ALL RIGHT.***

BUT I WOULDN'T ***BET*** ON IT.

ANY ***DRUG*** STRONG ENOUGH TO GIVE YOU ***THAT*** KIND OF TRIP--

--CAN ***DAMAGE*** YOUR BRAIN-- BUT ***BAD!***

BUT HOW DO YOU ***WARN*** THE KIDS? HOW DO YOU ***REACH*** THEM?

MY LIFE AS ***SPIDER-MAN*** IS PROBABLY AS ***DANGEROUS*** AS ANY--

BUT I'D RATHER FACE A ***HUNDRED SUPER-VILLAINS*** THAN TOSS IT ***AWAY*** BY GETTING HOOKED ON HARD DRUGS!

--'CAUSE THAT'S ***ONE*** FIGHT YOU ***CAN'T*** WIN!

ROBBIE, AND A MILLION ***OTHER*** EDITORS, KEEP GRINDING OUT ***EDITORIALS*** AGAINST THE DRUG SCENE...

MAYBE IT'S NOT ***ENOUGH!*** MAYBE WE'VE GOT TO DO ***MORE.***

IF ONLY ***SPIDER-MAN*** COULD...

FINALLY AT ***SHOW-TIME--***

FOR ONCE I'M NOT ***LATE!*** THERE'S THE ***GANG.***

BOY! THAT ***THEATRE*** ISN'T EXACTLY THE ***MUSIC HALL!***

HOW DO YOU ***LIKE*** IT, ROOMMATE?

MY ***DAD*** ONCE OWNED THIS BUILDING.

AND ***NOW,*** IT'S AN OFF-BROADWAY ***SHOWPLACE!***

IF IT WAS ANY ***FURTHER*** OFF BROADWAY --IT WOULD BE IN ***HOBOKEN!***

WELCOME, TIGER.

DAD ***TOLD*** ME YOU TOOK THE ***JOB,*** PETE.

I'M REAL ***GLAD*** FOR YOU.

THANKS, HARRY! I HOPE IT'LL WORK OUT.

HEY! HOW ABOUT PAYING SOME ATTENTION TO THE ***STAR?***

THIS IS MY BIG ***BREAK,*** HEAR?

SO WHEN MARVELOUS ***ME*** COMES ON THE STAGE, I WANNA ***HEAR*** IT, TROOPS!

MMMMM--REMEMBER WHEN THEY USED TO CALL YOU ***PUNY PARKER?***

YOU SURE HAVE ***CHANGED,*** PETEY.

I NOTICE YOU DIDN'T BRING A ***DATE...***

IT'S GETTING *LATE.*

WHAT'RE WE *WAITING* FOR?

WE'RE JUST WAITING FOR *RANDY.*

HE'LL *BE* HERE ANY MINUTE.

WHAT'S MARY JANE TRYING TO *DO?*

SHE *KNOWS* HOW HARRY *FEELS* ABOUT HER! WHY'S SHE PLAYING UP TO *ME?*

HERE HE *IS!* HERE COMES RANDY *NOW!*

HEY, DIDJA HEAR WHAT *HAPPENED?*

SPIDER-MAN JUST SAVED SOME FREAKED-OUT *CAT* A FEW BLOCKS AWAY.

YEAH? HOW *ABOUT* THAT?

MAN, THIS DRUG SCENE REALLY *BUGS* ME!

WHAT DO YOU *MEAN,* RANDY?

EVERYONE FIGURES IT'S THE *BLACK* MAN'S BAG --BUT IT *AINT!*

WE'RE THE ONES WHO HATE IT THE *MOST!*

IT HURTS *US* MORE THAN ANYONE ELSE--'CAUSE TOO MANY OF US GOT NO *HOPE*--SO WE'RE EASIER *PICKIN'S* FOR THE PUSHERS!

BUT IT AINT JUST *OUR* PROBLEM! IT'S *YOURS,* TOO!

DON'T LOOK AT *ME,* SON!

I KNOW WHERE IT'S AT.

YOU *DO,* HUH? YOU SIT ALL DAY IN YOUR *IVORY TOWER,* COUNTIN' YOUR *BREAD*--

I WORKED *HARD* FOR WHAT I GOT, MISTER!

SO WHAT D'YA *WANT*-- A MEDAL?

EVERYBODY WORKS HARD.

ANSWER ME *THIS*--

HOW HARD ARE YOU WORKIN' FOR *PEOPLE?*

WHAT HAVE YOU DONE TO FIGHT *DRUGS?*

LOOK! I'M JUST *ONE* MAN! IT'S NOT *MY* RESPONSIBILITY.

YOU'RE *RICH!* YOU GOT *INFLUENCE!*

THAT *MAKES* IT YOUR RESPONSIBILITY.

C'MON, RANDY-- LAY OFF, WILLYA?
NOBODY'S GOT A RIGHT TO SMART-MOUTH ME!
DAD-- THE DOCTOR SAID YOU MUSTN'T GET EXCITED.
OKAY, MAN-- LET'S LET IT SINK.
WE GOT A SHOW TO SEE.
MARY JANE-- AREN'T YOU GONNA WAIT FOR ME?
SURE, LOVER! I JUST WANTED TO MAKE SURE THAT PETER FOUND HIS SEAT.
DON'T WORRY, MJ! I'M A BIG BOY.
MMMM-- DON'T I KNOW IT!
THERE'S THE CURTAIN CALL!
IT'S TIME FOR ME TO KNOCK 'EM DEAD!
MINUTES LATER--
SHE'S THE GREATEST!
MARY JANE'S AS GOOD AS SHE SAID!
THAT CHICK IS OUTTA-SIGHT!
HARRY'S WATCHING FROM BACK-STAGE--
HE SURE MUST BE PROUD OF HER.
EVEN MR. OSBORN IS ENJOYING IT.
NOBODY COULD STAY UPTIGHT WITH THAT GAL ON STAGE!
THEN, AT INTERMISSION--
HOW ABOUT IT, DAD? ISN'T SHE ALL I SAID SHE WAS?
HARRY, MY BOY-- IF I WERE TWENTY YEARS YOUNGER--
DAD! WHAT IS IT? WHAT'S THE MATTER?
YOU SUDDENLY LOOK SO PALE --SO STRANGE.
I-- DON'T KNOW.
I SEEMED TO FEEL-- A COLD CHILL GO THRU ME!
MY SPIDEY SENSE IS TINGLING, TOO!
CAN IT BE-- THAT DOOR?

NO TIME TO CHECK IT OUT *NOW*--

BUT I'D BETTER KEEP MY *EYE* ON HIM-- JUST IN *CASE.*

I'VE GOT TO KNOW WHAT *AFFECTED* HIM THAT WAY.

AND AS THE SHOW ROLLS ON...

MJ IS TOO *MUCH!*

THE *LAST* ACT'S THE BEST OF *ALL.*

BUT *THIS* TIME MR. OSBORN ISN'T *WITH* IT!

THEN, AFTER THE FINAL CURTAIN CALL--

HE LOOKED LIKE HE WANTED TO *OPEN* THAT DOOR--

BUT HE'S WALKING *PAST* IT-- NERVOUSLY.

GREAT SHOW, EH?

YOU CAN *HAVE* THE *SHOW*-- BUT THAT *MARY JANE!*

IT'S PROBABLY NONE OF MY *BUSINESS!* AND YET--

I'M TINGLING *AGAIN!*

IT *HAS* TO BE THAT *DOOR.*

I'VE *GOT* TO COME *BACK*-- AND SEE WHAT'S *INSIDE.*

HOW'D YOU *LIKE* IT? HOW *WAS* I?

DID YOU HEAR THE *CHEERS*-- AND THE *APPLAUSE?*

DID WE *HEAR* IT, HONEY?

WE WERE *DOING* IT!

I TOOK A *DOZEN* CURTAIN CALLS-- AND *BOWS!*

DO YOU KNOW WHAT THAT *MEANS?*

SURE! YOU'LL HAVE A SORE *BACK* TOMORROW.

WE'VE GOT TO *CELE-BRATE,* LADY.

ISN'T PETER COMING WITH US?

THIS MAY SURPRISE YOU-- BUT HE KNOWS HOW TO GET HOME BY HIMSELF.

LUCKY FOR ME THAT THEY'RE SPLITTING NOW! I'VE GOT TO WAIT TILL EVERY-ONE'S GONE.

GEE, I HOPE MY DAD'S OKAY! HE TOOK OFF BEFORE I COULD SAY GOODBYE.

WHAT COULD BE WRONG, LOVER?

I HOPE-- THERE'S NOTHING WRONG.

POOR HARRY! I'VE A HUNCH MJ IS BAD NEWS FOR HIM.

BUT HIS FATHER'S A BIGGER PROBLEM.

AND, SPEAKING OF THE ELDER OSBORN--

THE THEATRE MUST BE EMPTY BY NOW.

SO I'LL DOUBLE BACK BEFORE GOING HOME.

I'VE GOT TO LEARN WHAT'S BEHIND THE LOCKED DOOR.

BUS STOP

EVER SINCE I SAW THAT DOOR, I'VE HAD THIS STRANGE, HAUNT-ING SENSATION--

A FEELING THAT KEEPS DRAWING ME BACK--BACK--

I CAN'T RESIST IT! I CAN'T EVEN TRY!

I MUST KNOW --WHAT'S INSIDE THAT ROOM!

AND, AT THAT VERY MOMENT--

MY BEST BET IS THIS LONELY ROOFTOP.

SOMEONE MIGHT COME BY DOWN-STAIRS--

BUT ROOFTOPS WERE JUST MADE FOR COSTUME-CHANGING.

AND, SINCE **PETER PARKER** HAS NO PARTICULAR **RIGHT** TO GO BREAKING INTO LOCKED ROOMS--

I'D BETTER DO IT AS-- **SPIDER-MAN.**

NOW, I'LL JUST CLIMB DOWN THE **WALL**, AND-- **WHOOPS!**

THAT'S **MR. OSBORN** DOWN BELOW --HEADING FOR THE **SAME** PLACE.

IT'S ALL COMING **BACK** TO ME.

I'M STARTING TO **REMEMBER.**

IN MY **POCKET**-- I HAVE A **KEY**--

I **KNOW** IT'LL FIT-- THE **DOOR.**

HE WENT BACK INTO THE **THEATRE.**

HE'S HEADING FOR THE **ROOM.**

AND IF MY HUNCH IS **RIGHT,** IT MEANS-- **BIG TROUBLE!**

I DON'T DARE **LOSE** HIM.

IT'S TOO LATE FOR **SECRECY** NOW.

THOK

HE'S NOWHERE IN THE **HALL.**

YES, I'M **RIGHT!** HE LEFT THE DOOR **UNLOCKED**--

THAT MEANS-- HE'S ALREADY **REACHED** THE ROOM--AND GONE **INSIDE.**

SO, NOW I'LL LEARN-- OH **NO!** I'M **TOO LATE!**

IT WAS ALWAYS **RUMORED** HE HAD HIDE-OUTS WHERE HE COULD **CHANGE IDENTITIES!** BUT--

I DIDN'T THINK-- IT WOULD HAPPEN-- SO **FAST**--

HE'S BECOME --THE GREEN GOBLIN AGAIN!

AND HE SEES ME--HE KNOWS ME!

PARKER! YOU DARE COME HERE?

WELL, I CAN PROMISE YOU THIS--

YOU'LL NEVER LEAVE ALIVE!

CONTINUED NEXT ISSUE!

AS IF YOU DIDN'T KNOW!

SPIDER-MAN

15¢ CC

97 JUNE

the AMAZING SPIDER-MAN

™

MARVEL COMICS GROUP

ROMITA

SPIDEY FIGHTS THE GOBLIN-- AND LOTS, LOTS MORE! NUFF SAID!

THE AMAZING SPIDER-MAN!™

IN THE GRIP OF THE GOBLIN!

STORY: STAN LEE | PENCILLING: GIL KANE | INKING: FRANK GIACOIA | LETTERING: SAM ROSEN

ARTIST EMERITUS: JOHN ROMITA

IT'S HAPPENING AGAIN! AS WE SAW LAST ISH, ***NORMAN OSBORN***, THE WEALTHY CHEMICAL MANUFACTURER WHO JUST GAVE ***PETER PARKER*** A PART-TIME JOB, HAS REVERTED BACK TO HIS DEADLY, DEMONIAC IDENTITY AS---THE ***GREEN GOBLIN!!*** AND, AS HE AND ***SPIDER-MAN*** MEET ONCE MORE, IT'S THE ***GOBLIN*** WHO LANDS THE FIRST ***BLOW...***

HE'S ***MADDER***-- MORE ***DANGEROUS*** THAN EVER.

I CAN'T LET HIM ***ESCAPE***-- NO MATTER ***WHAT.***

THRILL TO ALL THE ***ACTION, DRAMA*** AND ***SUSPENSE*** THAT HAVE MADE ***SPIDEY*** THE WORLD'S MOST ***POPULAR*** COMIC BOOK CHARACTER!

575 Z

THIS'LL STOP HIM!

WHOOOFF!

THWIPP!

SO! YOU'RE TEMPTING ME TO DESTROY YOU AT ONCE, EH?

OH NO! I FORGOT HIS WEAPONS -- IN HIS GOBLIN BAG.

THIS LITTLE PUMPKIN SHOULD AFFORD US SOME AMUSE-MENT--

--ONCE I REMOVE ITS LITTLE HEAD PLUG.

IF IT'S AN EXPLOSIVE, IT'LL GET YOU, TOO!

WHAT'S HAPPENING? I SEE LOTS OF GOBLINS NOW---

EVERYTHING'S SPINNING AROUND! THAT VAPOR-- IT'S A GAS!

I-- SHOULD HAVE HELD--- MY BREATH---

YOU SHOULD HAVE KNOWN--- THE GOBLIN WOULD NEVER USE ANYTHING AS CRUDE AS EXPLOSIVES--

--WHEN I CAN USE HALLUCI-GEN GAS!

BUT, THIS BARREN ROOM IS CRAMP-ING MY STYLE.

SO I'LL WAIT FOR YOU OUT-SIDE!

I'M SURE YOU WON'T DISAPPOINT ME---

GAS-- MUST HAVE WEAKENED ME! I-- REALLY FELT-- THAT BLOW---

I-- HAVE TO GO AFTER HIM.

--AND HE KNOWS IT.

OF ALL THE ENEMIES I'VE EVER FOUGHT--

HE'S THE ONLY ONE WHO KNOWS MY TRUE IDENTITY!

MAYBE I CAN TAKE HIM BY SURPRISE--

-- BY COMING AT HIM FROM ABOVE--- ALONG THE WALL.

THA-K!

FOOL! YOU RECKONED WITHOUT MY GOBLIN BOOMERANG.

BUT THAT'S ONLY THE BEGINNING.

DON'T KEEP ME WAITING! THERE'S LOTS MORE!

HE'S-- AWAYS ONE JUMP AHEAD OF ME.

HE'S FOUGHT ME SO OFTEN--- IN THE PAST-- HE CAN ALMOST ANTICIPATE MY EVERY MOVE.

BUT, I'VE GOT TO KEEP AFTER HIM.

I'VE GOT TO OUT-GUESS HIM-- SOME-HOW!

LET'S GO, PARKER. I DON'T LIKE TO BE KEPT WAITING.

HE'S TAUNTING ME-- USING MY NAME, TO KEEP ME UP-TIGHT.

NOW I SEE HIM -- NEAR THAT ROOF, ABOVE.

169

GOBLIN-- LISTEN TO ME! WE HAVE TO TALK.

YOU'RE SICK! I-- WANT TO HELP YOU.

FINE! I WANT TO HELP YOU, TOO---

TO AN EARLY GRAVE!

IT'S USELESS! THERE'S NO WAY TO REASON WITH HIM NOW.

WOW! IF THAT STUN PUMPKIN HAD HIT ME---

HE'S JETTING INTO ME---

HAVE TO THROW MYSELF BACK-- FAST!

WHY BOTHER, PARKER?

YOU KNOW YOU HAVEN'T A CHANCE!

WHY DOES HE SEEM SO CONFIDENT?

WHAT DOES HE KNOW THAT I DON'T?

STILL THINK- YOUR WEBBING CAN STOP ME, EH?

YOU FOOL!

SLAZZK

HIS BOOMERANG SEVERED MY WEB-LINE.

I'M FALLING!

HE'S TOSSING STUN PUMP-KINS!

TRYING TO KEEP ME OFF-BALANCE--

SO I CAN'T WEB MYSELF TO SAFETY.

HAPPY LANDINGS, WALL-CRAWLER.

I KNEW I COULDN'T LOSE!

YOU WERE ALWAYS AFRAID OF ME-

YOU ALWAYS BACKED DOWN AT THE CRUCIAL MOMENT.

SO THAT'S WHY HE WAS SO CONFIDENT.

'CAUSE I TRIED NOT TO HARM HIM---HE THOUGHT I WAS SCARED.

THWIPP!

HE DIDN'T KNOW THE REAL REASON--

I KNEW HE COULDN'T HELP HIMSELF! HE'S HAD BRAIN DAMAGE! HE'S SICK.

AND BESIDES, HE'S MY BEST FRIEND'S DAD.

THWIP!

HARRY'S FATHER NEVER WANTED TO BE THE GREEN GOBLIN.

IN FACT, WHEN HE'S RATIONAL, OSBORN DOESN'T EVEN KNEW HE'S THE GOBLIN.

BUT NOW, I'VE SOMETHING *ELSE* TO WORRY ABOUT---

I CAN'T LET HIM GO *FREE* --- KNOWING WHO I *AM*.

BUT HE'S TOO *FREAKED OUT* TO LISTEN TO REASON! SO, HOW DO I *STOP* HIM--?

-- SHORT OF *KILLING* HIM?

GOBLIN-- YOU *MUST* LISTEN TO ME--

I'M *NOT* YOUR ENEMY! I WANT TO *HELP* YOU.

ALL RIGHT! ALL *RIGHT*! LOOSEN YOUR *GRIP*!

BACK FOR MORE OF THE *SAME*, PARKER?

HAH! THANK YOU, YOU CLOD.

NOW I CAN *BLIND* YOU WITH MY *SPARKLER SPRAY*.

HE-- HAS A WEAPON--- FOR *EVERY-THING*.

CAN'T *SEE*! IT'S LIKE-- A MILLION *PIN-WHEELS*--- DANCING IN MY BRAIN.

THIS TIME YOU'VE *HAD* IT.

CAN'T FOCUS MY *THOUGHTS*.

WHERE *AM I*? WHAT--

I-- CAUGHT *ON* TO SOMETHING--

IT'S A *LEDGE*! IT STOPPED MY *FALL*!

I'LL *STAY* HERE--TILL MY *HEAD* CLEARS.

THE DIZZINESS IS *FADING* NOW.

HE'S *GONE*! MUST HAVE FALLEN TO HIS *DEATH*! AND GOOD *RIDDANCE*.

HIS ACCURSED *GRIP* ALMOST *FINISHED* ME JUST THEN.

BUT NOW I'M FREE TO FOLLOW MY *DESTINY*!

WITH *SPIDER-MAN* BEATEN, THE GOBLIN IS *SUPREME*.

HE'S TOO *FAR* AWAY-- CAN'T REACH HIM WITH MY *WEBBING*.

AND HE'S TRAVELING TOO *FAST* FOR ME TO *CATCH* HIM.

SO HE'S *WON* THE FIRST ROUND! BUT *THAT'S* NOT WHAT GALLS ME---

THE *BIG* PROBLEM IS-- WHAT DO I DO *NEXT*?

SUPPOSE HE RETURNS TO HIS *OFFICE* --AND BECOMES *NORMAN OSBORN*?

I CAN'T JUST BREAK IN AND *ATTACK* A RESPECTABLE BUSINESS-MAN.

BUT, HE KNOWS WHO I AM!

HOW CAN I *PROTECT* MYSELF? HOW CAN I *GUARD* MY SECRET IDENTITY? *HOW*?

WHEN GWEN LOST HER FATHER -- SHE BLAMED SPIDER-MAN FOR HIS DEATH.

GWEN --- WHO MEANS THE WORLD TO ME!

AND NOW -- I HAVE TO SILENCE THE FATHER OF MY BEST AND CLOSEST FRIEND.

BUT, WHAT IF SOMETHING HAPPENS TO HIM? SOMETHING FATAL.

MUST I ALWAYS BRING TRAGEDY -- TO THOSE I LOVE THE MOST?

NO PARKING ANYTIME

NO PARKING

EVER SINCE I GOT MY SPIDER POWER, I'VE WANTED TO USE IT FOR GOOD --- I'VE TRIED TO USE IT FOR GOOD! BUT SOMETHING ALWAYS GOES WRONG.

OR, MAYBE I'M JUST KIDDING MYSELF! MAYBE I'VE ALWAYS BEEN TOO SELFISH -- TOO WRAPPED UP IN MY OWN PROBLEMS, MY OWN HANG-UPS.

NO PARKING AT ANYTIME POLICE DEPT.

MAYBE --- THAT'S WHY I LOST GWENDY!

NUTS! I'VE GOT TO STOP THINKING LIKE A LOSER --- ALWAYS FEELING SORRY FOR MYSELF!

I'VE HAD BATTLES ALL MY LIFE -- AND WON THEM ALL!

SO I'M NOT QUITTING NOW!

SO LONG AS THE GOBLIN THINKS I'M **DEAD**, HE WON'T BOTHER TRYING TO REVEAL MY **IDENTITY**.

SO, IF I KEEP OUT OF HIS **SIGHT**, I'LL BE OKAY--FOR A **WHILE**.

THE **BIG** THING IS--- I WON'T GET **PANICKY**! I'M JUST GONNA **KEEP** MY COOL.

I'VE BEEN IN TIGHT SPOTS **BEFORE**! ABOUT TIME I GOT **USED** TO IT.

EASY, PETE! HERE'S **HARRY**.

WELL, WELL-- HOW'S THE GREAT AMERICAN **LOVER**?

UH-OH! HE LOOKS **SORE**.

MUST BE **ANGRY** ABOUT M.J.

YOU'RE A REAL **PAL**-- PLAYING UP TO **MARY JANE** THAT WAY.*

HEY, COME **OFF** IT, HARR! WHAT DID **I** DO?

*SHE CAME ONTO PETE LAST ISH, REMEMBER?--S.

NOTHING! NOT A SINGLE **THING**--

EXCEPT FOR **FORGETTING** THAT SHE WAS SUPPOSED TO BE **MY** DATE.

OR MAYBE YOU DIDN'T **KNOW**?

LOOK, HARRY, YOU'RE MAKING A **MOUNTAIN** OUT OF A MOLEHILL.

MARY JANE AND I MEAN **NOTHING** TO EACH OTHER-- AND YOU **KNOW** IT.

YEAH? SOMEBODY OUGHTTA TELL **HER**!

IF YOU ASK **ME**, SHE WAS JUST TRYING TO MAKE YOU **JEALOUS**.

LET IT **LAY**! I'M SICK OF **TALKING** ABOUT IT.

HEY, WHAT'S **WITH** YOU? I NEVER SAW YOU SO **SHAKY** BEFORE.

I'M ALL RIGHT! JUST NEED SOMETHING FOR MY **HEADACHE**--

AND TO MAKE ME **SLEEP**.

SINCE WHEN DID **YOU** BECOME A PILL-POPPER? I NEVER---

YOU DON'T **LIKE** IT? THAT'S REAL **TOUGH!**

LOOK, HARRY --YOU'RE ALL WORKED UP OVER **NOTHING.**

IF IT'S **MARY JANE** YOU'RE WORRIED ABOUT---

WORRIED? **WHO'S** WORRIED?

GET **LOST,** WILLYA? WHEN I NEED A **CHAPLAIN,** I'LL LET YOU **KNOW.**

HEY! HOW MANY OF THOSE PILLS DID YOU **TAKE?**

WHAT'S THE **DIFFERENCE?** WHO COUNTS?

HARRY, I---

NO **USE!** HE'S OUT LIKE A **LIGHT!**

NOW THAT I **THINK** OF IT, HE'S **ALWAYS** HAD A LOT OF BOTTLES IN HIS MEDICINE CHEST--

PILLS TO KEEP HIM **UP**--- TO **RELAX** HIM--- AND TO PUT HIM TO **SLEEP.**

THAT'S THE **TROUBLE** WITH THOSE BLASTED THINGS---

A GUY LIKE **HARRY** GETS TO **DEPEND** ON THEM.

WELL, I BETTER LET HIM SLEEP IT OFF.

WHAT MAKES HARRY SO **WEAK?** HE'S GOT EVERYTHING **GOING** FOR HIM---

HIS OWN **PAD**-- A **CAR**-- AND A FATHER WHO DENIES HIM **NOTHING.**

A **FATHER!** I ALMOST **FORGOT!** I'M WORRYING ABOUT **HARRY** WHILE THE **GOBLIN** IS STILL **OUT** THERE SOMEWHERE!

THE NEXT MORNING --

HI, HEROES!

CHEER UP, HARRY! IT'S MARY JANE.

HERE'S YOUR CHANCE TO PATCH THINGS UP.

YEAH? THAT DEPENDS ON HER!

HELLO, HARRY.

I DIG THOSE CHAINS YOU'RE SPORTING, PETEY! WHERE'D YOU FIND THEM?

OH NO! SHE'S AT IT AGAIN.

I GOT THEM FROM GWEN!

LOOK, LADY--YOU KNOW HOW HARRY FEELS ABOUT YOU! SO WHAT'S THE BIT?

IT'S A LONG STORY.

WANNA HEAR IT?

THEN, AS PETER VAINLY TRIES TO BREAK AWAY--

HEY, OSBORN-- WAIT UP A MINUTE.

I SAW THE WHOLE THING, PAL! THAT CHICK'S GIVIN' YOU A BUM DEAL.

SO WHAT? WHO ASKED YOU TO BUTT IN?

I'M YOUR FRIEND, FELLA! I'VE BEEN THE SAME ROUTE MYSELF-- AND I KNOW HOW IT FEELS.

AND I KNOW WHAT TO DO FOR IT.

I'VE GOT SOMETHING THAT'LL MAKE YOU FORGET ALL ABOUT THAT CHICK---

SOMETHING THAT'LL MAKE YOU FEEL LIKE YOU'RE KING OF THE WORLD.

I HATE TO SEE A GUY GET PUT DOWN THAT WAY--

SO I'M GONNA DO YOU A REAL BIG FAVOR, PAL---

THIS STUFF IS REAL *NEW*-- AND IT AIN'T EASY TO *COME* BY--

BUT, FOR A GUY WHO CAN *USE* 'EM, LIKE *YOU*...

LEMME *SEE!* WHAT *ARE* THOSE THINGS?

DON'T TAKE *MY* WORD FOR IT, OSBORN! JUST *TRY* A FEW-- AND *NOTHING'S* GONNA BOTHER YOU.

IT'LL BE WORTH *ANY-THING*-- TO GET HER OUT OF MY *MIND!*

12

SURE, KID --SURE! I *KNOW* HOW YOU FEEL.

EVERYONE'S GOT A MILLION *HANG-UPS* NOWADAYS.

THAT'S WHY THIS STUFF I GOT IS JUST WHAT THE DOCTOR *ORDERED.*

SO HOW *ABOUT* IT?

OKAY. OKAY.

NICE DOING *BUSINESS* WITH YOU, OSBORN! SEE YOU *AGAIN.*

OH *NO!* THIS IS THE *FIRST* TIME-- AND THE *LAST.*

I'M NOT GETTING HOOKED.

YEAH-- THAT'S WHAT THEY *SAY.*

13

MEANWHILE--

NUTS! I CAN'T FIND HARRY ANY-WHERE.

NOW HE'S PRO-BABLY MORE SHOOK-UP THAN EVER-- AFTER THAT LITTLE PERFORMANCE OF MARY JANE'S.

I SURE DON'T KNOW HOW HE TAKES IT FROM MISS EVER-FAITH-FUL.

WELL, I'LL HAVE TO WORRY ABOUT THAT LATER.

RIGHT NOW, I'VE SOMETHING TO DO.

THE MORNING'S PAPERS ANNOUNCED A MYSTERIOUS WAVE OF ASSAULTS AND HI-JACKINGS, ALL OVER TOWN LAST NIGHT.

AND THAT MEANS JUST ONE THING TO ME---

THE GREEN GOBLIN IS STARTING TO HAVE HIMSELF A FIELD DAY.

AND, UNLESS I FIND HIM, ANYTHING CAN HAPPEN.

THWIPP!

BUT HE DOESN'T USUALLY PARADE AROUND IN DAY-LIGHT.

SO THERE'S JUST ONE THING TO DO--

I'VE GOT TO TRY OSBORN'S OFFICE.

IT GIVES HIM THE PERFECT *HIDEOUT* WHILE HE WAITS FOR *NIGHTFALL*.

BUT IT DOESN'T LOOK AS THOUGH HE'S *BEEN* HERE YET TODAY.

MAYBE HIS *SECRETARY* KNOWS WHERE HE IS.

NOW THAT I'M *HERE*, IT'S WORTH FINDING OUT.

SHE *KNOWS* I'M SUPPOSED TO *WORK* FOR HIM PART-TIME---

SO IT'LL BE *EASY* FOR ME TO ASK.

'MORNING! I'D LIKE TO REPORT TO *MR. OSBORN*.

I'M *SORRY*, PARKER -- HE ISN'T *IN*.

NOBODY HAS *HEARD* FROM HIM SINCE *SUNDAY*.

WAIT! IS THERE ANY *MESSAGE*?

NO-- DON'T BOTHER *TELLING* HIM I WAS HERE!

I'LL BE *SAFER* IF HE STILL THINKS I'M *DEAD*.

LATER, TOWARDS THE *END* OF DAY--

MARY JANE! HOLD IT.

WELL, WELL-- HOW *CHIPPER* WE SUDDENLY SOUND.

SURE, HONEY! I DECIDED TO *FORGIVE* AND FORGET.

YOU-- DECIDED TO FORGIVE *ME*?!!

THAT'S *RIGHT!* IT'S A GREAT *DAY*-- AND I FEEL *ZINGY*--

AND YOU'RE *STILL* MY GIRL! RIGHT?

WRONG, MAN.

YOU'VE ALWAYS BEEN GOOD FOR A FEW *LAUGHS,* HARRY-- BUT DON'T LET IT GO TO YOUR *HEAD.*

I'M NOBODY'S GIRL BUT MY *OWN* -- AND THAT'S THE WAY I *LIKE* IT.

SEE YA *AROUND,* CURLY.

SHE GAVE IT TO ME *STRAIGHT!* I DON'T MEAN A *THING* TO HER.

BUT, IT WAS *DIFFERENT*-- BEFORE *PARKER* BROKE UP WITH *GWEN.*

IF NOT FOR *HIM*--

MINUTES LATER---

WHEW! WHEW I HEARD THE *DOOR* SLAM OPEN -- I THOUGHT IT MIGHT BE--THE *GOBLIN.*

I'VE NEVER FELT SO *JITTERY.*

I GUESS YOU'RE *SATIS-FIED* NOW!

HUH? WHAT DO YOU *MEAN,* HARRY?

YOU *KNOW* WHAT I MEAN! MARY JANE GAVE ME THE *GATE* -- ON ACCOUNT OF *YOU.*

YOU'RE WAY OFF *BASE,* MISTER -- AND I'M GETTING *TIRED* OF BEING YOUR *WHIPPING BOY!*

I'VE GOT MY *OWN* TROUBLES.

IF YOU CAN'T HOLD *ON* TO A GIRL -- DON'T BLAME *ME.*

AW, HARRY-- --I-- I DIDN'T *MEAN* THAT.

WHO CARES *WHAT* YOU MEAN? I'VE *HAD* IT WITH YOU! SO *HIT* THE ROAD, SMART GUY-- YOU'RE MOVIN' *OUT.*

HE'S NOT *HIMSELF!* I'VE NEVER *SEEN* HIM THIS WAY BEFORE! THOSE SUDDEN *HIGHS* AND *LOWS* OF HIS---

HE'S BECOMING *IRRATIONAL*--- BUT HE ISN'T *AWARE* OF IT.

OKAY, HARRY-- IF THAT'S HOW YOU *WANT* IT.

NO! IT'S *NOT* HOW I WANT IT! IT WON'T *HELP* IF YOU MOVE OUT.

THAT WON'T GET HER BACK!

I DON'T KNOW *WHAT* I WANT, PETE.

I NEVER --*FELT* THIS WAY.

LOOK, HARR-- WHY NOT *FORGET* M.J. FOR A WHILE-- AND THINK OF *YOURSELF?*

LET ME CALL *DR. BROMWELL* FOR YOU.

NO! NO DOCTOR! I DON'T *WANT* A DOCTOR.

BUT YOU LOOK *SICK* TO ME.

I'LL BE OKAY! I'M JUST *TIRED*-- BEEN *STUDYING* TOO HARD-- THAT'S ALL.

THEN I'LL TAKE *OFF* FOR A WHILE.

TRY'N GET SOME *REST.*

HE'S *LEAVING*-- AT LAST.

NOW, AS SOON AS I HEAR THE *DOOR* CLOSE--

PTHOCK

THAT'S *IT!* HE'S *GONE.*

NOW, WHERE DID I PUT THAT *BOTTLE?*

HERE IT IS.

THIS IS ALL I'LL NEED TO MAKE ME FEEL ON *TOP* OF THE WORLD AGAIN.

NOW-- I'LL JUST GO IN-- AND LIE DOWN---

AND, AS THE MINUTES TICK BY---

I WAS A *FOOL* TO HAVE GONE TO OSBORN'S *OFFICE.*

IF HIS SECRETARY TELLS HIM I WAS *THERE,* THAT'LL *SINK* IT.

THERE'LL BE NOTHING TO *STOP* HIM FROM REVEALING MY SECRET *IDENTITY.*

--EXCEPT, *ONE* POSSIBLE ACE-IN-THE-HOLE---

HE KNOWS THAT *I* CAN *ALSO* TELL THE WORLD WHO THE *GOBLIN* REALLY IS---

--WHICH MAKES IT A *STAND-OFF.*

BUT, I MUSTN'T *FORGET*-- THE GOBLIN IS *MAD.*

I CAN'T EXPECT HIM TO *REASON* LIKE SOMEBODY *RATIONAL.*

HE'S CAPABLE OF ANYTHING-- *ANY-THING.*

WHICH IS WHY I *MUST* KEEP SEARCHING--

--UNTIL I *FIND* HIM.

BUT, THOUGH HE COVERS THE CITY WITH DAZZLING *SPEED*, HOUR AFTER HOUR--

IT'S *NO* USE!

THERE'S NO *TRACE* OF HIM.

IT'LL SOON BE *DAWN*.. SO I'D BETTER GET *BACK!*

BUT THE *SUSPENSE* IS DRIVING ME UP THE *WALL*.

MAYBE THAT'S WHAT THE GOBLIN *WANTS*.

HARRY'S SURE TO BE *ASLEEP* BY NOW. DON'T WANT HIM TO KNOW I WAS *OUT* ALL NIGHT.

BUT, PETER PARKER IS THE VERY *LAST* THING ON HARRY OSBORN'S *MIND*--

I--NEVER *FELT* THIS WAY--BE-FORE.

IT'S LIKE--I'M *DROWNING*-- *FALLING*--*DYING* INSIDE! NOTHING SEEMS *REAL*-- NOTHING HANGS *TOGETHER*---

THE *PILLS!* IT-- MUST BE-- THE *PILLS*---

THEY'RE DRIVING ME-- OUT OF MY *MIND!*

HARRY!

SOMETHING'S *WRONG* WITH HIM-- SOME-THING *HAPPENED!*

I-- NEVER SHOULD HAVE *GONE*-- AND LEFT HIM *ALONE!*

HARRY! SNAP OUT OF IT! WAKE UP, DO YOU HEAR ME? WAKE UP!

PETE-- HELP ME! I-- I'M SICK---

SURE, HARRY! DON'T WORRY, PAL-- I'LL CALL THE DOC.

THAT LAUGH--

HAHAHAHAHAHAHAHAHAHAHA

OUTSIDE THE WINDOW.

IT-- IT SOUNDS LIKE---

THE GOBLIN!

DID YOU THINK I WOULDN'T FIND YOU, PARKER?

DID YOU EXPECT THE GREEN GOBLIN TO LET SPIDER-MAN LIVE?

NEXT ISSUE: THE GOBLIN'S POWER!

SPIDER-MAN

15¢ CC

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the AMAZING SPIDER-MAN

TM

THE GOBLIN'S POWER!

MARVEL COMICS GROUP

LOSING YOUR GRIP, SPIDER-MAN?

IT HAD TO HAPPEN-- I PLANNED IT THIS WAY!

THE AMAZING SPIDER-MAN!™

THE GOBLIN'S LAST GASP!

JUST AS PETER PARKER IS ABOUT TO SUMMON THE DOCTOR, TO AID HIS SICK FRIEND, HARRY OSBORN-- DISASTER STRIKES --IN THE PERSON OF HARRY'S FATHER-- THE DREADED GREEN GOBLIN--

DID YOU THINK I WOULDN'T FIND YOU, PARKER?

DID YOU EXPECT THE GREEN GOBLIN TO LET SPIDER-MAN LIVE?

DANGER AND DRAMA, SUCH AS YOU HAVE SELDOM SEEN!

OR, TO PARAPHRASE THE IMMORTAL BARD: A TALE OF FURY AND FANTASY-- TOLD BY A MASTER-- AND SIGNIFYING EVERYTHING!

BACK BY MOR

IT'S-- THE GOBLIN

BUT I CAN'T FIGHT HIM NOW! NOT WHILE HARRY'S SO DESPERATELY ILL

BY:
STAN LEE, WRITER EXTRAORDINAIRE!
GIL KANE, PENCILLER BEYOND COMPARE!
FRANK GIACOIA, THE BEST ANYWHERE!
ARTIE SIMEK, WHO STILL HAS HIS HAIR!

590 Z

YOU LOOK *SCARED*, PARKER

I ALWAYS *KNEW* YOU WERE A *COWARD*

I'M *SCARED*, ALL RIGHT...

SCARED OF WHAT'LL HAPPEN TO *HARRY*-- IF HE DOESN'T GET *HELP*

CAN IT *BE* YOU'RE AFRAID I'LL REVEAL YOUR *SECRET IDENTITY*?

I--I'D ALMOST *FORGOTTEN* ABOUT THAT

WELL, HERE'S WHERE I *END* THE SUSPENSE

THE TIME HAS *COME* FOR US TO *SETTLE* THINGS-- *FOREVER*

BUT I WON'T EVEN HAVE TO SOIL MY *HANDS* ON YOU

I HAVE A *NEW* WEAPON--ONE THAT WILL *NULLIFY* YOUR POWER--AND MAKE YOU TOTALLY *HELP-LESS* BEFORE ME

WE'LL WORRY ABOUT THAT *LATER*

FIRST, I'VE SOMETHING TO *SHOW* YOU--

NO *TRICKS*, PARKER

THIS *ISN'T* --A TRICK

IT'S MY ONLY *CHANCE!* I'VE GOT TO PIERCE THE CLOUD OF *MADNESS* IN HIS BRAIN--

GOT TO MAKE HIM *AWARE* OF HIS SON-- OF *HARRY*

IF IT DOESN'T *WORK*--I'M A *GONER*-- 'CAUSE I'M STANDING HERE LIKE A LIVING *TARGET* FOR HIM

BUT--HE'S *SLOWING* DOWN! HE'S *HESITATING*

THAT *BOY*--IN YOUR ARMS! I--I *KNOW* HIM

BUT NO--*NO!* I WON'T BE *REMINDED!* I--I DON'T WANT TO-- *REMEMBER*

TREMBLINGLY, THE GROTESQUE FIGURE TURNS--HIS TWISTED, TORTURED BRAIN RACKED BY THE ANGUISH OF A HAUNTING, HALF-BURIED MEMORY--

AND THEN, LIKE A SAVAGE, STREAKING CREATURE OF THE NIGHT--

HE FLEES--

I--CAN'T *REMAIN!* NOT WHILE-- *HE* IS THERE

BUT I'LL BE *BACK!* SOONER OR LATER-- PARKER MUST *DIE*

IT WORKED! HE'S GONE

BUT I'LL WORRY ABOUT HIM LATER--

RIGHT NOW, MY FIRST JOB IS TO GET HARRY TO A HOSPITAL

THEN, WITHIN A MATTER OF MINUTES--

EEE EEEEEE

I GUESS I'VE--DONE ALL I CAN FOR HIM

THERE'S JUST ONE THING IN HIS FAVOR--

--AS FAR AS I KNOW, THAT WAS HIS FIRST, HIS ONLY TRIP

I JUST HOPE THEY GOT TO HIM--IN TIME

HOSPITAL

HE MIGHT NEVER HAVE GOTTEN INTO THAT SCENE--IF NOT FOR THE WAY MARY JANE TREATED HIM

I GUESS HE WAS JUST TOO WEAK --TO COPE WITH-- REJECTION

IT'S FUNNY HOW LOVING A GIRL CAN DRIVE A GUY BANANAS

AND, I GUESS NONE OF US ARE ESCAPE-PROOF

NO MATTER HOW I TRY--I CAN'T GET GWENDY OUT OF MY MIND

I CAN'T STOP THINKING OF HER--THERE ACROSS THE OCEAN--IN LONDON

CAN'T STOP WONDERING --IF SHE'S THINKING OF ME

PETER HAS NO WAY OF KNOWING--BUT LOOK HOW EASILY WE CAN FIND OUT--

IT'S NO USE! I JUST CAN'T FORGET HIM

LONDON

I THOUGHT--BEING AN OCEAN AWAY--WOULD GIVE ME A NEW OUTLOOK! BUT, IT DOESN'T MATTER

I STILL MISS PETER AS MUCH AS EVER

UNCLE ARTHUR-- AND AUNT NANCY-- HAVE BEEN *WONDERFUL* TO ME

THEY'VE TREATED ME LIKE THEIR *OWN* DAUGHTER

THEY'VE TRIED TO MAKE ME FEEL AS THOUGH THIS IS MY *HOME*

BUT, IT'S NOT THE SAME AS IT *WAS* --WHEN *DAD* WAS ALIVE

AND, NOW THAT I'M ALONE, *NO* PLACE CAN FEEL LIKE HOME TO ME--

IF *PETER* ISN'T IN THE PICTURE

I HAVE TO GET *OUT!* HAVE TO *WALK--THINK* --CLEAR AWAY THE *COBWEBS* SOMEHOW--

WHAT *RIGHT* HAD I TO BE *ANGRY* AT PETER BECAUSE HE DIDN'T PROPOSE *MARRIAGE* TO ME?

I *KNOW* HE LOVES ME-- AS I LOVE *HIM!* I JUST *KNOW* IT

NO PARKING ANYTIME

A BOY DOESN'T WANT TO FEEL *PRESSURED*-- DOESN'T WANT TO FEEL *TRAPPED* BY A GIRL

MAYBE I PUSHED TOO *HARD!* MAYBE --I SCARED HIM *AWAY*

I WAS A *FOOL* TO RUN OFF THE WAY I DID

BUT, MAYBE IT'S NOT TOO *LATE*--TO SET THINGS *RIGHT* AGAIN

BUS STOP

I LET MY *GRIEF*-- MY HATRED OF *SPIDER-MAN*-- AFFECT THE WAY I FELT ABOUT POOR *PETER*

SEE YA AROUND, PARKER

WISH I COULD FIND *MARY JANE*

YEAH-- SURE

*AND NOW THAT THE LONGEST SOLILOQUEYS SINCE **HAMLET** HAVE DRAWN TO AN END, LET'S GET THINGS **ROLLING** AGAIN AS WE REJOIN OUR **HERO**, LEAVING GOOD OL' **E.S.U.** AFTER CLASSES--*

M.J. WOULD BE JUST WHAT HARRY *NEEDS* TO CHEER HIM UP AT THE *HOSPITAL*

POOR GUY! I HOPE HE'S GETTING *ALONG* OKAY

HEY, MAN--I WANNA *TALK* TO YOU

GO AHEAD! IT'S A *FREE* COUNTRY

THAT'S WHAT I *LIKE*--A SENSAHUMOR

I BEEN WAITING FOR YOUR *PAL*, HARRY OSBORN! KNOW WHERE HE *IS*?

YEAH, I KNOW

OKAY, THEN! TELL 'IM I *GOT* SOMETHING FOR HIM

BUT I CAN'T WAIT FOREVER

SO *YOU'RE* THE CREEP WHO SOLD HIM THOSE *PILLS*, HUH?

WELL, WELL--THE LITTLE CURLY-HAIRED *GOODNIK* IS LOOKIN' FOR *TROUBLE*, IS HE?

LET'S SEE IF I CAN *OBLIGE* YA, SONNY--

TWEEE

S'MATTER, TOP MAN? THIS PUNK BEEN *BUGGIN'* YA?

YEAH! HE THINKS HE'S A *HERO*

OKAY! LET'S SHOW 'IM HOW WE *HANDLE* HEROES 'ROUND HERE

THREE AGAINST *ONE,* HUH?

YOU GUYS ARE REAL *RECKLESS*

WE JUST DON'T WANTCHA TO GET *LONELY,* THAT'S ALL

SKIP THE *SMART-TALK,* MAN! LET'S GET *ON* WITH IT

DON'T WANNA GIVE MYSELF *AWAY* BY BEATING THEM TOO *EASILY*--

BUT I COULDN'T *LIVE* WITH MYSELF IF I DIDN'T LET 'EM *HAVE* IT

I'VE GOT TO MOVE *FAST* ENOUGH SO THEY HARDLY KNOW WHAT'S *HAPPENING*--

--AND HOPE THAT THEY'LL THINK IT'S *KARATE*

WHUMMPF!

THWUMP

OKAY, BIG-MOUTH--

YOU'VE *HAD* IT!

KNOW SOMETHIN', MAN? THAT WAS A *REAL* UNFRIENDLY THING TO DO

FORGET IT--

--'CAUSE IF *THAT* WAS UN-FRIENDLY--

SPLUNG

THEN WHAT WOULD YOU CALL *THIS?*

I CALL IT YOUR *SWAN SONG*, SMART GUY

ALL THAT *KARATE* JAZZ AINT GONNA HELP YA *NOW*

HEY! WHA--?

LAK!

IT AINT *POSSIBLE!* *NOBODY* CAN MOVE SO *FAST*

HE OUGHTTA KNOW HOW I'M HOLDING MYSELF *BACK*

NUTS! I'M *BIGGER* THAN YOU--

STRONGER, AND *TOUGHER* THAN YOU

I DON'T NEED A *ROD* TO-- *HEY!* WH-- WHERE'D YOU *GO?*

FZAP!

NOWHERE, DUMBO! I *LIKE* IT RIGHT HERE

HAVE TO *REMEMBER* --JUST HIT 'IM WITH THE *FLAT* OF MY HAND-- AND *PULL* EVERY BLOW

YOU DON'T KNOW HOW *LUCKY* YOU ARE--

YOU'RE ONLY GETTING YOUR *LUMPS* THIS TIME--

THOP!

WOK!

ZOMP!

--WHILE SOME OF YOUR *PIGEONS* MAY PAY WITH-- THEIR *LIVES*

BUT, BEFORE YOU GO *SLEEPY-BYE,* REMEMBER ONE THING--

AND REMEMBER IT *GOOD*--

IF I EVER SEE YOU *PUSHING* THAT STUFF-- ANYWHERE AGAIN--

--YOU'LL THINK THAT *THIS* WAS JUST A PLAYFUL *PICNIC*

EVEN THOUGH I *TRIED* TO HOLD MYSELF BACK--THEY *STILL* MAY GET SUSPICIOUS

BUT *LET* 'EM! NONE OF THEM CAN *PROVE* ANYTHING

AND I WOULDN'T HAVE *MISSED* THAT LITTLE SESSION NO MATTER *WHAT*

BUT, AS PETER PARKER WALKS BY, LOST IN HIS OWN PRIVATE THOUGHTS--

ROBBIE! THIS IS *JAMESON!* I WANNA *SEE* YOU

I'LL BE RIGHT *IN,* J.J.

YEAH? THAT'S REAL *NICE* OF YOU, MISTER--CONSIDERING I'M THE *BOSS* AROUND HERE

WHAT'S *WRONG,* JONAH? YOU SOUND *UPSET*

SO *WHAT?* I'M *ALWAYS* UPSET

IT'S THIS *ITEM--* OSBORN'S *KID* IN THE *HOSPITAL--*

I DON'T *LIKE* IT, ROBBIE

NOBODY LIKES IT! DRUGS ARE A BAD SCENE

YEAH? I'LL TELL YOU A *WORSE* ONE--

THAT KID'S *FATHER* IS ONE OF OUR BIGGEST *ADVERTISERS!* HE'S NOT GONNA *LIKE* US PRINTING THIS STORY

I'M GONNA PRETEND I DIDN'T HEAR YOU *SAY* THAT, JONAH

YOU NEVER SQUASHED A STORY *BEFORE* BECAUSE IT MIGHT LOSE YOU SOME *ADS*

SIMMER DOWN! I'M NOT DOING IT *NOW,* EITHER

I JUST WANNA *TALK,* THAT'S ALL

HOW WILL YOU *RUN* THE STORY? WHAT *ANGLE* WILL YOU USE?

I'VE GOT IT ALL FIGURED *OUT--*

I'M SHOWING THAT DRUGS AREN'T JUST A *GHETTO* HANGUP! THEY HIT THE *RICH* --SAME AS THE POOR

IT'S *EVERYONE'S* PROBLEM! WE'VE *ALL* GOT TO FACE IT

WELL, DON'T JUST *STAND* THERE, MAN! I WANT IT IN THE *NEXT* EDITION

BUT, LEST YOU FORGET THAT SPIDER-MAN IS THE STAR OF OUR FRANTIC LITTLE FABLE--

IT'LL BE GETTING DARK IN THE NEXT FEW MINUTES--

AND THAT'S WHAT I'VE BEEN WAITING FOR

NEWS

THAT'S WHEN THE GOBLIN IS SURE TO BE ON THE PROWL AGAIN

AND THIS TIME I'VE GOT TO FIND HIM-- AND HAVE OUR FINAL SHOWDOWN

SO LONG AS HE'S AT LARGE, SPIDER-MAN'S IN DANGER

I'M IN DANGER OF LOSING MY SECRET IDENTITY--

AND MY LIFE, AS WELL

KNOWING WHO I REALLY AM GIVES HIM THE EDGE OVER ME--

AND I CAN COUNT ON HIM USING IT, EVERY CHANCE HE GETS

AND, SPEAKING OF EDGES--

I WONDER WHAT HE MEANT WHEN HE SAID HE HAD A NEW WEAPON TO USE AGAINST ME?

FAR AS I'M CONCERNED, HIS OLD ONES WERE PLENTY TOUGH ENOUGH

WELL, NO MATTER WHAT HE THROWS AGAINST ME--

I'VE GOT TO FACE HIM

THERE'S TOO MUCH AT STAKE TO CHICKEN OUT NOW

BUT, IF ONLY HE WASN'T MY BEST FRIEND'S *FATHER*

POOR HARRY! AS IF THINGS AREN'T BAD ENOUGH FOR HIM *NOW*

THEY'RE ALL HEADING HOME FROM *WORK* DOWN THERE

HOW I USED TO *PITY* THOSE NINE-TO-FIVERS WHEN I WAS A LOT *YOUNGER*

BUT NOW, WHEN I THINK OF THEM GOING HOME TO THEIR *WIVES*--THEIR *EASY CHAIRS*--

NO *GOBLINS*-- NO SECRET *IDENTITIES* TO WORRY ABOUT--

--I FEEL LIKE AN *INMATE*, SAYING THE *OUTSIDE WORLD* IS MAD

NUTS! I BETTER TEND TO *BUSINESS*, BEFORE I----

HEY!!

IT'S *HIM!* THE *GOBLIN!*

SPING!

I HOPED YOU'D BE FOOL ENOUGH TO SHOW YOURSELF AGAIN

FOR, THIS TIME ONLY ONE OF US WILL LEAVE THE FIGHT-- ALIVE

AND IT WON'T BE-- SPIDER-MAN

A GLUE BOMB! MISSED ME BY INCHES

THWIP!

DODGE AS MUCH AS YOU WANT TO, WALL-CRAWLER

I'VE ALL THE TIME IN THE WORLD

BUT I DON'T! I'VE GOT TO THINK UP A BATTLE PLAN

BUT WHAT? HOW CAN I SUBDUE THE GOBLIN-- WITHOUT HARMING HIM?

12

KBAM!

AND, EVEN IF I DEFEAT HIM--

HOW DO I STOP HIM FROM REVEALING MY SECRET IDENTITY?

ONLY DEATH CAN SEAL HIS LIPS FOREVER

BUT--I DARE NOT EVEN THINK OF THAT

EVEN YOUR WEBBING IS USELESS AGAINST ME

FTKK!

13

THIS IS REALLY ONE FOR THE *BOOKS*--

I'M WORRIED ABOUT *HURTING* HIM-- 'CAUSE HE'S HARRY'S *DAD*

BUT THE ONE I'M *WORRIED* ABOUT MAY POLISH *SPIDEY* OFF--FOR *GOOD*

UNNHHH!

THWOP!

I--WAS *AFRAID* OF THAT

IF HE TOSSED *ENOUGH* STUN BOMBS--

ONE OF THEM WAS SURE TO *CONNECT*

HAH! *NOW*-- BEFORE YOU CAN RECOVER--

I'VE *GOT* YOU WHERE I *WANT* YOU

ANOTHER BOMB--BUT A *DIFFERENT* KIND

IT'S--SOME SORT OF *MIST*--COVERING MY BODY--SOAKING THRU MY *COSTUME*--

BUT *WHY?* FOR WHAT *PURPOSE?* IT--DOESN'T SEEM TO BE--*HARMING* ME

IF *THAT* WAS HIS NEW SECRET WEAPON-- *FORGET* IT

ALL IT *DID* WAS GIVE ME A CHANCE TO CATCH MY *BREATH*

NO! OH, *NO!*

SOMETHING'S *HAPPENED* TO ME

I--I CAN'T STICK TO THE *WALLS* ANY MORE

BUT--I STILL HAVE--MY *STRENGTH*

I CAN STILL CATCH *HOLD* OF THINGS-- AS I FALL

AND NOW-- IF I CAN JUST *WEB* HIM IN TIME--

FOOP!

HERE HE *COMES!* ALL I'VE GOTTA DO IS--

ULP!

IT DOESN'T *WORK!* THE WEB-SHOOTER'S *EMPTY!*

WORRIED, SPIDER-MAN?

IF YOU'RE NOT--YOU *SHOULD* BE

BECAUSE YOUR *TIME* HAS JUST RUN *OUT*

THAT MUST BE *IT! THAT'S* WHAT HIS BOMB DID

I WAS A *FOOL* NOT TO SUSPECT

OH GREAT-- GREAT

I'M OUT OF WEB-FLUID-- CAN'T STICK TO WALLS ANYMORE--

AND FACING A MURDEROUS MADMAN WHO'S OUT TO DESTROY ME

WHOOM!

WELL, ANYONE CAN BE A HERO WITH THE ODDS IN HIS FAVOR--

BUT WHY AM I ALWAYS THE ONE WHO HAS TO DO IT THE HARD WAY?

THAT'S IT, PARKER! KEEP TRYING--KEEP HOPING FOR A MIRACLE

THE MORE YOU STRUGGLE-- THE MORE I ENJOY MY TRIUMPH

YOUR ATHLETIC ABILITY HAS ALWAYS IMPRESSED ME

A PITY IT WILL SOON IMPRESS ME--NO LONGER

IF ONLY HE'D SHUT UP--GIVE ME A CHANCE TO THINK-- TO PLAN--

THERE MUST BE SOMETHING I CAN DO-- SOMETHING

AND YET-- WITHOUT MY WEBBING--

YOU'RE *TIRING*, PARKER! I CAN TELL

SO CAN *I*! EVERY MUSCLE'S *ACHING*

BUT, AT LAST --I HAVE AN *IDEA*

I'LL PRETEND TO *OVERSHOOT* THE ROOF LEDGE--

HE THINKS I *FELL*! HE'S *COMING* FOR ME

NOW--I'VE GOT TO *LEAP*--AS NEVER BEFORE--

UP TO THE *SKYLIGHT*-- OVER HIS HEAD--

THEN *DOWN* AGAIN-- BEFORE HE CAN SWERVE

PARKER! WHERE *ARE* YOU?

RIGHT *HERE*, GOBBY--

JUST WHERE I *WANNA* BE

NOOOOO!

REMEMBER THE FABLE OF THE "OLD MAN OF THE SEA"?

WELL, YOU'RE LIVING IT NOW

--'CAUSE, JUST LIKE IN THE STORY-- YOU'LL NEVER BREAK MY HOLD

ONE THING SHOOK HIM UP BEFORE

I'VE GOT TO TRY IT AGAIN

JUST FOLLOW MY LEAD, GOBBY! I'M STEERING YOU TO SEE-- YOUR SON

NO! NO!

SORRY, OLD PAINT-- YOU'VE NOTHING TO SAY ABOUT IT

HOSPITAL

YOU MADE ONE BIG MISTAKE WITH THAT SECRET WEAPON OF YOURS--

WHEN YOU DESIGNED IT TO TAKE AWAY MY STICKING POWER--

--YOU SHOULDN'T HAVE LEFT MY STRENGTH! BUT, IT COULD BE WORSE--

AT LEAST, I WASH MY FEET

HARRY'S ROOM-- AT LAST

NOW, IF THIS DOESN'T WORK-- I'LL STILL BE BEHIND THE EIGHT BALL

IT *IS* WORKING-- IT *IS*

HE'S *ALREADY* FORGOTTEN THAT I'M HERE

HARRY! MY SON-- WHAT *IS* IT? WHAT'S *WRONG?*

HIS BODY HAS *STIFFENED!* HE'S *TREMBLING!* HE-- HE'S GOING INTO *SHOCK*

IT'S YOUR *FATHER!* DON'T YOU *KNOW* ME? HARRY-- *SAY* SOMETHING

NOTHING--MUST *HAPPEN*--TO-- MY *BOY*

HARRY-- *HARRY!* MY BOY-- MY--:UNHHH:

HE *FAINTED!* IT'S *OVER*-- AT LAST

IT'S *MORE* THAN I DARED TO *HOPE* FOR

THE SIGHT OF *HARRY*-- SO *ILL*--SHOCKED HIM BACK TO *NORMAL* AGAIN

AND WHEN HE'S NORMAL, HE REMEMBERS NOTHING ABOUT THE *GOBLIN* --OR SPIDEY'S REAL *IDENTITY*

THERE! I BURNED HIS *COSTUME*-- AND GOT HIM SAFELY *HOME* AGAIN

WHEN HE *AWAKENS,* HE'LL THINK IT WAS JUST A BAD *DREAM*--

--IF HE REMEMBERS IT AT *ALL*

ANYWAY, CARING FOR *HARRY* WILL KEEP HIM TOO *BUSY* TO TO DWELL ON THE *PAST*

SO, MY IDENTITY IS ***SAFE*** ONCE MORE--AT LEAST, FOR A WHILE

NOW, ALL THAT REMAINS IS TO HOPE THAT POOR ***HARRY*** WILL SOON BE ALL RIGHT

AND, TO HOPE THAT HE'S LEARNED YOU CAN'T SOLVE YOUR PROBLEMS WITH ***PILLS***

AS FOR ***ME,*** I'M RIGHT BACK WHERE I ***STARTED--***

NOTHING TO LOOK ***FORWARD*** TO-- EXCEPT DULL AND EMPTY ***LONELINESS--*** WITHOUT ***GWEN***

OH ***NO!*** AM I--STARTING TO ***CRACK UP?***

I--SUDDENLY IMAGINE-- THAT I HEAR--

--HER ***VOICE--*** ***CALLING*** ME

PETER! ***PETER!*** I'M ***BACK!*** I--***HAD*** TO RETURN

IT--IT ***IS*** YOU! IT ***IS!*** ***GWENDY!***

I CAN'T ***BELIEVE*** IT! IT'S LIKE A ***DREAM--A MIRACLE***

IT'S ***TRUE,*** PETER! I ***COULDN'T*** STAY AWAY

AND NOW, BEFORE WE EAGERLY COUNT THE DAYS TILL NEXT ISSUE, WE JUST WANT TO ASK YOU ONE LITTLE QUESTION--

--***WHO SAYS*** WE NEVER GIVE SPIDEY A ***HAPPY ENDING?***

SPIDER-MAN

15¢ CC

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MARVEL COMICS GROUP

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

PANIC IN THE PRISON!

THE AMAZING SPIDER-MAN!

A DAY IN THE LIFE OF...

FEATURING: PANIC IN THE PRISON!

THIS ONE YOU DON'T DARE MISS!

ALSO FEATURING: SPIDEY ON T.V.!

BY:
STAN LEE *AUTHOR*
GIL KANE *PENCILLER*
FRANK GIACOIA *INKER*
ARTIE SIMEK *LETTERER*

609Z

PETER PARKER AND GWEN STACY HAVE **FOUND** EACH OTHER AGAIN--

AND, AS FAR AS **THEY'RE** CONCERNED, NO ONE ELSE **EXISTS** IN THE ENTIRE WORLD.

EVEN THOUGH SHE HASN'T **MENTIONED** HIM--SHE SEEMS TO HAVE LOST HER **BITTERNESS** OVER --**SPIDER-MAN**

AND FOR ONCE, **I'M** GONNA MAKE LIKE THE WEB-SPINNER WAS NEVER **BORN!** I'M NOT GONNA LET HIM COME **BETWEEN** US AGAIN

NO PARKING ANYTIME

HAPPY, GWENDY?

CAN'T YOU **TELL,** MAN O' MINE?

MARVELMANIA INTERNATIONAL

I FEEL LIKE I'M **FLOATING**-- NOT EVEN **TOUCHING** THE GROUND

YOU KNOW, HONEY-- A GAL LIKE YOU CAN BE--**HABIT-FORMING**

ARE YOU TRYING TO **TELL** ME SOMETHING, MR. PARKER?

YOU **KNOW** IT, LADY

HOTEL

BAR

AND YOU **ALSO** KNOW--WHAT I'M TRYING TO ASK

WHAT **I** WANNA KNOW IS-- HOW WILL YOU **FEEL**-- AFTER I **ASK** IT?

WHAT DO *YOU* THIN-- *OH!*

I THINK YOU *TALK* TOO MUCH

*SINCE IT'S NOT POLITE TO LOOK IN ON SUCH PERSONAL STUFF, AND SINCE THIS REALLY **ISN'T** A LOVE STORY MAG, LET'S SKIP **AHEAD** A FEW MINUTES, WHERE WE FIND--*

I'LL PICK YOU UP *TONIGHT,* GWENDY

I'LL BE COUNTING THE *SECONDS*

OKAY, PARKER--YOU'RE FINALLY GETTING YOUR PERSONAL LIFE *TOGETHER--*

ACME

AND *THIS* TIME, YOU'RE NOT GONNA *BLOW* IT

BUT, THE *FIRST* THING I'VE GOTTA DO BEFORE I POP THE QUESTION, IS--MAKE SURE I CAN *SUPPORT* A WIFE

AND *THAT* MEANS-- A *JOB*

I *CAN'T* GO BACK TO *MR. OSBORN*--'CAUSE I'M AFRAID TO RISK HIS TURNING INTO THE *GOBLIN* AGAIN*

SO IT LOOKS LIKE I'VE GOTTA HEAD FOR THE *DAILY BUGLE* NOW

*READERS OF OUR **PREVIOUS** ISSUES'LL KNOW WHAT WE MEAN. THE **OTHERS** CAN TAKE OUR **WORD** FOR IT!
--STAN.

ANYWAY, I'VE *MODIFIED* MY SECRET LITTLE *SPIDEY CAMERA*-- TURNED IT INTO A REAL *SUB-MINI*

AND I'VE BEEN *ANXIOUS* TO GET A CHANCE TO GIVE IT A *TRYOUT*

MR. ROBERTSON! CAN I *TALK* TO YOU FOR A MINUTE?

THOSE DULCET, BELL-LIKE TONES--

THEY CAN *ONLY* BELONG TO--

PETER PARKER! BEEN *LOOKIN'* FOR YOU, SON

THERE'S A *JOB* WAITING

THERE *IS?*

LEMME JUST CHECK IT OUT WITH **JAMESON**

IS THAT **PRISON ASSIGNMENT** STILL UP FOR GRABS, JJ?

YEAH! ALL OUR TOP CAMERAMEN ARE EITHER **SICK** OR IN THE **FIELD**

I'M TRYING TO GET HOLD OF A GOOD **FREE-LANCER** NOW, BUT--

SAVE YOUR **DIME,** JONAH! YOUR WORRIES ARE **OVER**

PETER PARKER JUST DROPPED IN

PARKER, HUH? I **WONDERED** WHERE THAT KID HAD BEEN?

WELL, HE'S BETTER THAN **NOBODY**

COME **OFF** IT, MAN! HE'S GOOD AS THEY **COME**-- AND YOU **KNOW** IT

YEAH, BUT I DON'T WANNA TELL **HIM**

AWRIGHT! THERE'S A **RIOT** AT THE **CITY PEN**-- THEY'RE HOLDING THE **WARDEN** HOSTAGE

I NEED **PICTURES!** SO GET **GOING**

FIRST, LET'S TALK **MONEY**

THIS IS NO TIME TO **HASSLE!** YOU WANT EVERY OTHER PAPER TO **SCOOP** ME?

SPARE ME THE **CRYING ACT,** MISTER

I'M **THRU** SELLING MY SHOTS TO YOU FOR **CHICKEN FEED**

SO SETTLE THE PRICE **NOW,** OR **NO DEAL**

WITH **ME** YOU GET TOUGH? WITH **ME?**

LOOK! CHANCES ARE **SPIDER-MAN** MAY BE ON THE SCENE

AND THAT MEANS I'LL BE RISKING MY **LIFE** FOR THOSE PHOTOS

SO MY **PRICE** JUST WENT **UP**

YOU'RE **PRESSURING** ME, 'CAUSE YOU'VE GOT ME OVER A **BARREL!** YOU KNOW I **NEED** THOSE PIX--

AND THAT'S NOT **ALL!** I WANNA BE A SPARE-TIME **STAFF PHOTOGRAPHER**--

AND THAT MEANS A **SALARY**

WHAT IF I SAY **NO?**

GO GET THE PIX **YOUR-SELF**

YOU'RE **BLUFFING**

I **AM.?** **TRY** ME

YOU-- YOU-- YOU--

OKAY-- YOU **WIN!** $100 FOR ANY SHOTS I **USE**

AND YOU GOT YOURSELF A PART-TIME **JOB**

I'LL WORK OUT THE **DETAILS** WITH YOU LATER, PETE!

NOW GO GET THOSE **PIX**

OH, **WOW!** **WILL** I?!!

I CAN'T **BELIEVE** IT!

I **DID** IT! I **DID** IT

I FINALLY CAME OUT **AHEAD** OF THE OLD SKINFLINT

I WOULDN'T HAVE HAD THE **NERVE**-- IF NOT FOR **GWEN**

MY LUCK'S FINALLY **CHANGED!** I'M **FLYIN'** NOW

LONG AS I HAVE **GWENDY**-- **NOTHING** CAN STOP ME

MY SUB-MINI'S ALL **LOADED,** AND READY TO **GO**

I'LL BRING 'EM BACK SHOTS THAT **NO** ONE ELSE COULD POSSIBLY GET

NO ONE, THAT IS--

--EXCEPT **SPIDER-MAN**

OF COURSE, IF THERE *IS* A RIOT AT THE CITY JAIL--

DON'T SMOKE

EVERY *OTHER* NEWS PHOTOG IN *TOWN* WILL BE ON THE SCENE

BUT THEY'LL BE ON THE *OUTSIDE*-- LOOKING IN

NOTHING KEEPS *ME* FROM WHERE IT'S *HAPPENING*

THAT'S THE ONE *ADVANTAGE* OF BEING *SPIDER-MAN*--

JUST AS I THOUGHT! *POLICE CORDONS*-- ALL AROUND THE BUILDING

AND FAR BE IT FROM *ME* TO BREAK THRU A POLICE LINE--

NOT WHEN I CAN GO *ABOVE*

HEY! A COUPLE OF *CONS*--GUARDING THE *ROOF*

GOOD THING *TURPO* TOLD US TA KEEP *WATCH* UP HERE

--IN CASE ANY *WHIRLYBIRDS* TRY'N LAND THE FUZZ *ABOVE* US

YEAH-- *TURPO* THINKS'A EVERY-THING

HERE'S *ONE* THING HE DIDN'T THINK OF!

MMPFF!

DON'T WORRY ABOUT YOUR *BUDDY*--HE WON'T BE *LONELY*

NOW *TALK!* WHAT'S IT ALL *ABOUT?*

WE--WE'RE RIOTIN' TO BE TREATED LIKE *HUMAN BEIN'S*

THEY KEEP US CAGED LIKE *ANIMALS*

WE GOTTA WAIT *MONTHS* TO COME TO *TRIAL*

WE JUST WANT OUR *RIGHTS*-- THAT'S ALL

AND *TURPO* SAID HE'D *GET* 'EM FOR US

HEY, *WAIT!* *STOP!* WH--WHAT'RE YOU *DOIN'?*

SETTING A *RECORD!* I'LL BE THE FIRST GUY EVER TO BREAK *INTO* JAIL

NOW, YOU STAY THERE AND THINK NICE THOUGHTS--

WHILE I GO FIND OUR FRIEND TURPO

AND, SINCE I'M NOT APT TO WIN ANY POPULARITY PRIZES IN A PLACE LIKE THIS--

THE LESS ANY-ONE SEES OF ME, THE BETTER

ANY WORD FROM TURPO YET?

NO! HE'S STILL IN WITH THE WARDEN

THE WARDEN BETTER COME ACROSS-- OR ELSE

SO THAT'S THE SIZE OF IT, HUH?

LOOKS LIKE I'D BETTER GET TO THE WARDEN-- BUT FAST

THOSE CONS IN THERE ARE PLAYING FOR KEEPS

THE ONE I SPOKE TO WAS LEVELLING WITH ME

HE REALLY MEANT IT ABOUT THOSE GRIPES

BUT-- WHERE DOES THE BLAME LIE?

DO AS WE TELL YA, MAN

YOU CAN'T GET AWAY WITH THIS, TURPO

YOU'RE SELLING THOSE CONS DOWN THE RIVER

SKIP THE *SOB STORY,* MAN--IF YA WANNA STAY *HEALTHY*

THEY DO THE RIOTIN'--AND *TURPO'S* GONNA ESCAPE! WHAT'S WRONG WITH *THAT?*

SO *THAT'S* WHAT IT'S ALL ABOUT

TURPO'S JUST *USING* THE RIOT AS A *COVER* FOR HIS OWN *ESCAPE*

I CALL THAT *DIRTY POOL*

HEY, TURPO! WHAT ABOUT OUR LIST OF *GRIEVANCES?*

TAKE 'EM TO THE *CHAPLAIN,* SUCKER

THEN--YOU NEVER *DID* CARE ABOUT THE *CONDITIONS* IN HERE! YOU *USED* US--SO YOU COULD GET *OUT*

THAT'S WHAT I LIKE--A REAL *SMART* CON

YOU *ROTTEN--*

UH UH! *NO* NAMES

I DON'T CARE *WHO* I GOTTA VENTILATE TO GIT *OUTTA* HERE

AFTER WE'RE *GONE,* YOU GUYS CAN DEMONSTRATE ALL YA *WANNA*

YEAH! WE DON'T WANNA BUST UP YER *PARTY*

I JUST WANNA *THANK* YA FER BEIN' OUR *PIGEONS*

LET'S GO, WARDEN! WE'RE-- HEY!

SPIDER-MAN!

GUN 'IM DOWN, YOU GUYS

DON'T LET 'IM STOP US

TURPO, YOU'RE LIVING IN A FOOL'S PARADISE

YOU'VE ALREADY BEEN STOPPED

THIS WRAPS UP YOUR RIOT, WARDEN

NOT QUITE! THERE ARE TWO MORE OF TURPO'S MEN, OUTSIDE THE DOOR-- TO KEEP THE OTHERS FROM LEARNING HE'S BETRAYED THEM

THAT'S ALL I WANTED TO KNOW

HOLD IT, YOU GUYS

THERE'S SOMETHING YOU SHOULD KNOW

TURPO ORGANIZED YOUR RIOT--BUT HE DIDN'T CARE ABOUT CONDITIONS IN HERE

HE TRIED TO ESCAPE--USING THE WARDEN AS A HOSTAGE--WHILE YOU ALL COVERED FOR HIM

WHY SHOULD WE BELIEVE YOU?

'CAUSE I'M TELLIN' YA TO! THE MAN'S TALKIN' STRAIGHT, HEAR?

BUT TURPO DON'T MEAN NOTHIN'! THERE'S SOMETHING MORE IMPORTANT--

THE WARDEN AGREES WITH MOST'A OUR GRIPES! HE SAID HE'LL TRY'N HELP US

YEAH? BUT WHAT'LL THEY DO TO US--ON ACCOUNT'A THE RIOT?

IF YOU DROP YOUR WEAPONS--RETURN TO YOUR CELLS--I'LL REQUEST AMNESTY FOR EVERY LAST ONE OF YOU

HE MEANS IT! NOW IT'S UP TO THE CONS

THE WARDEN'S ALWAYS BEEN A RIGHT JOE! WATTA WE GOT TO LOSE?

OKAY! IT'S A DEAL, MAN

AND I'LL STUDY YOUR GRIEVANCE LIST

IT'S *OVER!* AND MY LITTLE *SUB-MINI* WAS JUST A'CLICKIN' AWAY

C'MON, YOU GUYS! WE'RE HEADIN' *BACK*

HEY! DIDJA SEE THE *WEB-SPINNER* DO HIS THING?

SECONDS LATER--

THE RIOT IS *ENDED*-- FOR NOW! BUT, IF WE DON'T GET THE *MONEY* WE NEED-- THE *REFORMS* WE NEED-- THESE PRISONS ARE GONNA *EXPLODE*

YOU *TELL* 'EM, WARDEN

AND YOU CAN *QUOTE* ME

AND *NOW,* I'D BETTER START-- *UH OH!*

SPIDER-MAN!

12

WHO CAN *THAT* BE?

AM I GLAD I *SAW* YOU

HOW COME?

IT'S A *LUCKY* BREAK--FOR *BOTH* OF US

WELL, THERE'S *ONE* WAY TO FIND OUT--

YOU'RE JUST WHAT I *NEED!* I'VE NEVER *HAD* A GUEST LIKE *YOU* ON MY *TV* SHOW

COME ON *IN,* WILLYA?

13

I JUST HEARD WHAT HAPPENED AT THE *PRISON*

IT WAS ON A RADIO *NEWS* BULLETIN

DON'T TELL *ME!* I WAS *THERE*

I *KNOW!* THINK WHAT A *SCOOP* IT'LL BE FOR ME TO HAVE YOU ON MY *SHOW*-- THE VERY SAME *NIGHT*

I'M ALL *SHOOK-UP*

IT'LL BE GREAT *PUBLIC RELATIONS* FOR YOU! PEOPLE MIGHT START *LOVING* YOU

CAN'T LIVE ON *LOVE!* WHAT'LL IT *PAY?*

HOW CAN YOU TALK ABOUT *MONEY* WHEN I'M OFFERING YOU *FAME--GLAMOR?*

YOU COULD BE ANOTHER *ZSA ZSA GABOR*

NO DOUGH, NO *SHOW*

ALL RIGHT-- I'LL *PAY* YOU THE USUAL RATE

IT'S A *DEAL*

DUNNO WHAT THE USUAL RATE *IS*-- BUT HOW BAD CAN IT *BE*?

THINGS ARE GOING SO *WELL*, I'M GETTING *NERVOUS*

BE BACK BEFORE *MIDNIGHT*

I'D BETTER GET MY *PICTURES* OVER TO THE *BUGLE* NOW

AND JAMESON BETTER NOT *WELCH* ON HIS DEAL

ONCE I GET MY HANDS ON THE *CASH* HE PROMISED ME--

I'LL SHOW *GWENDY* THE BEST TIME SHE'S EVER *HAD*

IT'LL BE *GREAT* TO TREAT THAT LIVING *DOLL* THE WAY SHE *DESERVES*

I'LL RUSH THE *NEGATIVES* RIGHT DOWN TO THE BUGLE'S *PHOTO LAB*--

THEY OUGHTTA BE *READY* INSIDE THE HOUR

AND SO--

WE HEARD ABOUT IT ON THE *RADIO*, PARKER

EVERY-ONE WAS *THERE*-- EXCEPT *YOU*

DON'T BELIEVE *EVERY-THING* YOU HEAR

I WAS THERE, ALSO

BUT I HADDA STAY *HIDDEN*--IN ORDER TO GET THESE *PIX*

YOU MEAN-- YOU *GOT* THEM?

HE *GOT* THEM, ALL RIGHT

I DON'T *GET* IT! THERE WERE TWO DOZEN *PRO'S* THERE--

AND, AS USUAL, *PARKER* GOT THE JUMP ON THEM *ALL*

DUNNO HOW YOU *DID* IT, SON--BUT *GOOD WORK*

THANKS, MR. ROBERTSON

I SURE *HOPE* HE DOESN'T KNOW

NOW, ABOUT MY *MONEY*--

I'M A *PUBLISHER*-- NOT A *BANK TELLER*

ROBBIE'LL TAKE YOU TO OUR *CASHIER*

YOU CAN WORK OUT THE DETAILS WITH *HIM*

SEE YOU *LATER*, JJ

THREATS! ALWAYS THREATS

IS HE *EVER* IN A GOOD MOOD?

SURE! HE'S GOTTA SLEEP *SOMETIME*

NOW THAT YOU'RE ON *SALARY*, REMEMBER-- PAY-DAY IS *FRIDAY*

SO DROP BY AFTER *THREE* --TO PICK UP YOUR *CHECK*

WE--DON'T GET *PAID* --TILL *FRIDAY*?

OH *NO!* I'M SEEING GWEN *TONIGHT*

HOW WILL I MANAGE TO TAKE HER *OUT*?

NOW I'VE *GOTTA* MAKE THAT TV SHOW

AND I BETTER HOPE THEY'LL *PAY* ME-- RIGHT ON THE *SPOT*

I *REALIZE* I'M NOT A BIG NAME, HOLLYWOOD *STAR*

BUT I'M A LOT HARDER TO *GET* THAN THEY ARE

THAT GEM OF WISDOM OUGHTTA BE *WORTH* SOMETHING-- TO SOMEONE

I SURE HOPE I'M GONNA BE ON *TIME*

THIS IS *ONE* APPOINTMENT I DON'T WANNA *MISS*

--'CAUSE IF I DON'T GET SOME GREEN-BACKS *SOON*-- *FORGET* IT!

YOUR OFFER STILL *HOLD?*

SPIDER-MAN! I WAS BEGINNING TO THINK YOU WOULDN'T *SHOW*

IT'S A GOOD THING I HUNG *AROUND*-- WAITING TILL THE LAST MINUTE

C'MON-- YOU'RE JUST IN *TIME!* THEY'RE ABOUT TO START THE *TAPING* NOW

I'LL GIVE YOU YOUR *INTRO*-- AND THEN I'LL TELL YOU HOW I WANT YOU TO *ENTER*--

FORGET IT! THAT'S NOT ONE OF MY HANG-UPS

AND, IF YOU GET *STAGE-FRIGHT*--

AND *NOW*--

HOLD IT

I'VE GOT A *SURPRISE* FOR YOU THAT'S JUST TOO BIG TO *KEEP*

AND SO, BEFORE WE GET INTO THE *REGULAR* PORTION OF OUR SHOW--

FASTEN YOUR *SEATBELTS*, 'CAUSE HERE COMES--

YOUR FRIENDLY, NEIGHBORHOOD *SPIDER-MAN*

NOT A BAD ENTRANCE --BUT WHAT DO YOU DO FOR AN ENCORE?

TOO BAD I FORGOT MY GUITAR

HOW DO WE KNOW HE'S THE REAL SPIDER-MAN? ANY-ONE CAN WEAR A MASK

DID YOU HEAR THAT?

I HEARD IT

LET'S SEE HOW MANY IMPOSTERS CAN DO THIS LITTLE STUNT

AND, IF WALKING UP THE WALL ISN'T ENOUGH-- THEY CAN ALWAYS TRY COMING DOWN AGAIN--ON THEIR OWN SPECIAL WEBBING

AND, IF ANY MORE PROOF IS NEEDED--

NO! NO! ENOUGH! THAT'S ENOUGH

YOU MADE YOUR POINT!

WHAT ELSE CAN YOU DO, SPIDEY?

PLENTY

BUT FIRST, I'VE SOME-THING TO SAY

NOW THAT I'VE A CAPTIVE AUDIENCE, I WANNA TALK ABOUT SOME OTHER CAPTIVES--

I MEAN THE PRISONERS WHO ARE LOCKED-UP IN OUR UNDERSTAFFED, OVER-AGE, OVER-CROWDED JAILS

I'M TALKING ABOUT CONDITIONS WHERE YOUNG, FIRST-OFFENDERS ARE PUT IN THE ***SAME*** CELLS WITH HARDENED ***CRIMINALS***--

--ABOUT AN ANTI-QUATED ***SYSTEM*** THAT MAKES PRISONS ***BREEDING GROUNDS*** FOR CRIME

I'M TALKING ABOUT MEN WHO STAY LOCKED-UP FOR ***MONTHS,*** WAIT-ING FOR TRIAL-- 'CAUSE THERE AREN'T ENOUGH ***JUDGES***--NOT ENOUGH ***COURTS***--

CRIME--AND ***JUSTICE***--ARE ***EVERYONE'S*** PROBLEM! AND IT'S A PROBLEM THAT MUST BE ***SOLVED*** BEFORE IT'S TOO ***LATE***

WHAT'S ALL THAT ***COMMOTION*** --OUT FRONT?

SORRY ABOUT YOUR ***SHOW***-- BUT THERE'S STILL A ***WARRANT*** OUT FOR HIM

POLICE

HURRY! HE ***SEES*** US

OKAY, BOYS-- ***CLOSE*** IN

QUICK! PUT ON THE ***SOAP*** COMMERCIAL

NUTS! THAT'S WHAT I ***GET*** FOR TALKING TOO MUCH

I SHOULD HAVE ***FIGURED*** THE COPS WOULD HAVE TO CLOSE IN

ANOTHER FEW SECONDS AND THEY'D HAVE ***HAD*** ME

ONIGHT
PUBLIC
NVITED

I WONDER IF THERE'LL ***EVER*** BE A WAY FOR ME TO ***CLEAR*** MYSELF OF--

OH ***NO!*** I JUST ***REMEMBERED*** SOMETHING

I TOOK ***OFF***-- BEFORE HE COULD ***PAY*** ME

AND--I CAN'T DELAY ANY *LONGER*

IT'S TIME TO *CHANGE* --AND CALL FOR *GWEN*

I'M NOT GONNA *BLOW* THE BIT, JUST 'CAUSE I'M SHORT OF *CASH*

BUT *THIS* TIME I'M NOT MAKING THE SAME OLD BRAINLESS *MISTAKE*

I'LL JUST *LEVEL* WITH HER-- *TELL* HER I'M BROKE

G.STACY

NO MORE PLAYING *GAMES!* NO MORE TRYING TO *COVER* THINGS

PETER! I JUST *KNEW* YOU WOULDN'T BE LATE

BUT--WHY DO YOU LOOK SO *DOWN-CAST?*

3A

I'M JUST *DISAPPOINTED,* HONEY! I WANTED TO--TAKE YOU TO THE *BEST* PLACE IN TOWN TONIGHT--GIVE YOU THE *MOON!* BUT--

PETER PARKER, YOU'RE AN *IDIOT*

WHAT DO YOU *MEAN?*

I'D NO *INTEN-TION* OF GOING OUT! I SPENT ALL AFTER-NOON COOKING *DINNER* FOR US

WE'RE STAYING RIGHT *HERE*

THIS IS *ONE* TIME I'M HAVING YOU ALL TO *MYSELF*

PARKER, YOU MAY HAVE BEEN A LOSER *BEFORE--*

BUT IT LOOKS LIKE YOU FINALLY DID *SOMETHING* RIGHT

NEXT:

THE SENSATIONAL 100TH ANNIVERSARY ISSUE YOU'VE BEEN WAITING FOR! *featuring:*

"THE SUMMING UP!"

PLUS--

THE MOST-SHOCKING UNEXPECTED **ENDING** SPIDEY HAS EVER HAD!!

Cover to 1970's all-reprint *The Amazing Spider-Man Annual #7*

The Amazing Spider-Man #97 unused cover rough
by Gil Kane

The Amazing Spider-Man #98, page 18 pencils/unfinished inks
by Gil Kane & Frank Giacoia

SPIDER-MAN #98
23
REMEMBER THE FABLE OF THE "OLD MAN OF THE SEA"?
WELL, YOU'RE LIVING IT NOW
--'CAUSE, JUST LIKE IN THE STORY-- YOU'LL NEVER BREAK MY HOLD
ONE THING SHOOK HIM UP BEFORE I'VE GOT TO TRY IT AGAIN
JUST FOLLOW MY LEAD, GOBBY! I'M STEERING YOU TO SEE--YOUR SON
NO! NO!
SORRY, OLD PAINT-- YOU'VE NOTHING TO SAY ABOUT IT
HOSPITAL
YOU MADE ONE BIG MISTAKE WITH THAT SECRET WEAPON OF YOURS--
WHEN YOU DESIGNED IT TO TAKE AWAY MY STICKING POWER--
--YOU SHOULDN'T HAVE LEFT ME STRENGTH! BUT, IT COULD BE WORSE--
AT LEAST, I WASH MY FEET
HARRY'S ROOM-- AT LAST
NOW, IF THIS DOESN'T WORK-- I'LL STILL BE BEHIND THE EIGHT BALL
18

The Amazing Spider-Man #98, page 19 pencils/unfinished inks
by Gil Kane & Frank Giacoia

SPIDER-MAN #98
26
IT IS WORKING-- IT IS
HE'S ALREADY FORGOTTEN THAT I'M HERE
HIS BODY HAS STIFFENED! HE'S TREMBLING! HE-- HE'S GOING INTO SHOCK
IT'S YOUR FATHER! DON'T YOU KNOW ME? HARRY--SAY SOMETHING
NOTHING--MUST HAPPEN--TO-- MY BOY
HARRY! MY SON-- WHAT IS IT? WHAT'S WRONG?
HARRY-- HARRY! MY BOY-- MY--UNHHH!
HE FAINTED! IT'S OVER-- AT LAST
IT'S MORE THAN I DARED TO HOPE FOR
THE SIGHT OF HARRY-- SO ILL--SHOCKED HIM BACK TO NORMAL AGAIN
AND WHEN HE'S NORMAL, HE REMEMBERS NOTHING ABOUT THE GOBLIN --OR SPIDEY'S REAL IDENTITY
THERE! I BURNED HIS COSTUME-- AND GOT HIM SAFELY HOME AGAIN
WHEN HE AWAKES, HE'LL THINK IT WAS JUST A BAD DREAM--
--IF HE REMEMBERS IT AT ALL
ANYWAY, CARING FOR HARRY WILL KEEP HIM TOO BUSY TO TO DWELL ON THE PAST
19

The Amazing Spider-Man #98, page 20 pencils/unfinished inks
by Gil Kane & Frank Giacoia

SPIDER-MAN #98
27
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NOW, ALL THAT REMAINS, IS TO HOPE THAT POOR HARRY WILL SOON BE ALL RIGHT
AND, TO HOPE THAT HE'S LEARNED YOU CAN'T SOLVE YOUR PROBLEMS WITH PILLS
AS FOR ME, I'M RIGHT BACK WHERE I STARTED--
NOTHING TO LOOK FORWARD TO-- EXCEPT DULL AND EMPTY LONELINESS-- WITHOUT GWEN
OH NO! AM I--STARTING TO CRACK UP?
I--SUDDENLY IMAGINE-- THAT I HEAR--
--HER VOICE-- CALLING ME
PETER! PETER! I'M BACK! I--HAD TO RETURN
IT--IT IS YOU! IT IS! GWENDY!
I CAN'T BELIEVE IT! IT'S LIKE A DREAM--A MIRACLE
IT'S TRUE, PETER! I COULDN'T STAY AWAY
AND NOW, BEFORE WE TENDERLY TURN AWAY TO AWAIT NEXT ISSUE, WE JUST WANT TO ASK YOU ONE LITTLE QUESTION--
--WHO SAYS WE NEVER GIVE SPIDEY A HAPPY ENDING?
20

BIOGRAPHIES

STAN LEE

Stanley Lieber was born in New York City in 1922, the oldest son of Jewish immigrants from Romania. Upon an early graduation from high school, Stan was thrust out into the post-Depression wartime economy. Through family connections, he was able to land a job with Martin Goodman's comic-book publishing start-up, Timely Comics, as an assistant editor. His youthful aspiration was to one day write the "Great American Novel," so when his first professional writing job came, in the form of a humble two-page text story in *Captain America Comics* #3, he adopted a pseudonym: Stan Lee. This way, he could reserve his real name for that novel-to-be.

But the world of comics managed to keep Stan Lee constantly employed. His proficiency on the job got him the position of managing editor at an extremely young age. He graduated from simple text pieces to full-length stories in *All-Winners*, *USA Comics*, and other Timely anthologies. His tenure in the '50s saw him expand the company (now called Atlas Comics) output to include more genre experimentation, with westerns, war, horror and crime comics.

All this activity was a prelude to the Marvel Age of Comics, ushered in under the auspices of Stan Lee and a small stable of artists topped off by the formidable talents of Jack Kirby and Steve Ditko. Responding to Martin Goodman's challenge to do something to find a way to revitalize dwindling sales, Stan figured he would co-opt the successful super-hero revival at competitor DC Comics and add his own magic to the mix: Instead of being perfect invulnerable champions, Stan's Marvel Age heroes would be normal, fallible, imperfect people, forced to cope with their newfound superhuman traits just like the average person might.

Stan's innovation sent shock waves through the comics industry, and within a few years, Marvelmania was taking hold: unlike other fads of the time, it wasn't letting go. Under his direction, creations like Fantastic Four, Spider-Man, Iron Man, Thor, Doctor Strange and Incredible Hulk flourished in the shared universe they inhabited. Stan developed the idea that these larger-than-life heroes would meet each other in crossovers from title to title, thus exploding the story possibilities for the kids who became eager fans.

In addition to bringing a new twist to the life of the super hero, Stan also brought the reader inside Marvel's "Batty Bullpen," creating a sense of camaraderie and special membership. His friendly and enthusiastic banter in letters pages, house ads, and Bullpen Bulletins brought Marvel Comics to a level of familiarity with their fans that had kids and college students proudly professing themselves to be "True Believers."

At one time, Stan wrote virtually every comic that appeared from Marvel during the 1960s. But when he was promoted to Publisher in 1971, his writing had to take a backseat, and by the mid-'70s, he semi-retired from scripting duties. Over the years, Stan has returned to write scripts for the odd single issue or series, focusing on Marvel's ventures into television and movie development. To this day, he remains Marvel Comics' single greatest ambassador to the world.

JOHN ROMITA

Without question one of the most loved and influential artists to grace the pages of Marvel Comics, John Romita was born in 1930 and, fresh out of a fine arts high school, quickly joined the ranks of comic book artists. As was typical of many of his peers, John drew for Atlas, the 1950s incarnation of Marvel Comics, across the many war, Western, horror, and jungle-girl genres published by Martin Goodman. Of special note during this time was John's work on the 1953-54 Commie-smashing revival of Captain America.

As the 1960s dawned, John was for the first time drawing comics for an employer other than Marvel. At DC, he was working exclusively behind the boards of their many romance comics, like *Secret Hearts, Girls' Love Stories,* and *Young Love*. It wasn't until 1966 that he returned to Marvel comics and the super-hero genre in the pages of *Daredevil* #12-19, but that run's main legacy in John's career wasn't drawing Daredevil. Indeed, it was a guest appearance by a certain friendly neighborhood wall-crawler that would be pivotal for both John and comic-book readers worldwide.

After doing such a confident rendering of Spider-Man in the pages of *Daredevil,* it was an easy choice to tap John Romita as the new artist on what was fast becoming Marvel's most important title—*The Amazing Spider-Man.* After a few issues struggling in the mold of Spidey co-creator Steve Ditko, John came into his own—and how! With a bold style regarded as one of the most iconic in comic-book art, John developed a look for Peter Parker and his world that would define the character for years to come. His more muscular and firm figure drawings added a bolder flair to the tone of the book, and his years of drawing beautiful women in DC's romance books paid off big-time with definitive renderings of Gwen Stacy and the introduction of Mary Jane Watson.

For the better part of the next seven years, John drew *The Amazing Spider-Man* (spelled at times by Gil Kane), but that's not the only character he drew for Marvel! He did a brief run on *Fantastic Four,* being the first to draw the book after Jack Kirby's 103-issue tenure, and also drew an acclaimed run on *Captain America* #138-145.

It was about this time when John was anointed art director for Marvel. Once Stan Lee was elevated to publisher, he knew there was only one artist who could help streamline the look and feel of the new age of Marvel Comics in the 1970s, and that was Jazzy John! Though his responsibilities kept him from drawing a monthly series, John still drew countless covers, crafted the look of characters from the Punisher to Wolverine, designed the Spider-Man balloon for the Macy's Thanksgiving Day Parade, and took to training the next generation of comic-book artists in Marvel's Art Department, known as Romita's Raiders.

To this day, though semi-retired, John steps up to the drawing board to lend his mastery of the medium to the occasional cover or story. Beyond that, though, the Romita legacy is in safekeeping with John Romita, Jr., who is now—much like his father was at the height of his career—setting the tempo for the visual look of Marvel Comics.

GIL KANE

A gentleman and true master of the medium, Gil Kane gained elite status as a comic artist through the course of a storied career. The signature smooth and sinuous anatomy of his characters, vertiginous camera angles, and dynamic action present in every page gave Kane's work a language all its own. A language that reflected what to him were twin components of any drawing: grace and power, both irreducible elements of his style.

Gil Kane was born to parents who were Jewish émigrés, in this case from Latvia. Born in 1926 as Eli Katz, his family moved to Brooklyn, NY three years later. He studied art in high school but left school when he sensed an opportunity was in the offing with MLJ Comics (later Archie Comics), the publisher of *The Shield*. He would also do spot work for the other studios, but with WWII roaring, the young man enlisted in the army and served in the Pacific theater.

Upon his return, he permanently adopted the pseudonym Gil Kane, and got back to the business of creating comics. By the late '50s, when the Silver Age super-hero revival was slowly inching out of quiescence, Kane truly began to make his mark, and in so doing, created what many feel to be the definitive take on the Green Lantern in the pages of *Showcase*. To fill in empty time in his work schedule, he made a pitch to DC Comics to revive the Golden Age character of Doll Man, this time updated with the name The Atom, and here, too, he struck gold.

But it wasn't only DC he worked for, as he would also be turning in pages for Marvel Comics, becoming the first artist to have work bearing his name published simultaneously by both companies. His first work for Marvel included Hulk and Captain America stories, as well as a stint on *Captain Marvel*, which to Gil represented some of his finest work to date.

He would make waves as he settled into his run as penciler of *Amazing Spider-Man* with the notorious "drug issues" from #96-98, which were the first comics of the day to eschew the Comics Code in order to tell a hard-hitting story highlighting the negative effects of drug use. A few years later, Gil Kane was also behind the drawing board for the pivotal "Death of Gwen Stacy" issues of *Amazing Spider-Man*.

The '70s were a particularly fertile period for Kane, as he became Marvel's top cover artist, delivering countless iconic cover images. Teaming once again with his *Captain Marvel* collaborator, Roy Thomas, Gil gave life to their newly interpreted version of Adam Warlock, and co-created comics' first kung-fu action hero, Iron Fist.

Always searching to expand the audience, format and sophistication of comic art, Kane conceived and illustrated the independent graphic novel, *Blackmark* in 1971, considered by many to be the first American graphic novel. He also created the award-winning daily newspaper strip *Star Hawks* with writer Ron Goulart.

Much to the pleasure of comic-book readers, Gil's work appeared regularly up to the year 2000 with brief stops in the '70s and '80s, as he dabbled in TV animation. He was ushered into the Eisner Hall of Fame in 1997, and died three years later at the age of 74, leaving behind a legacy that has inspired generations of fans and artists.

JIM MOONEY

A prolific artist on the comics scene since the 1940s, Jim Mooney proved to be a very gifted draftsman, nimble enough at both penciling and inking that he gained a reputation for both disciplines that kept him in constant employ for decades. Tabbed by his peers with the nickname "Gentleman" Jim for his positive and polite demeanor, he became an artist revered by fans of both DC and Marvel Comics.

Just after the dawning days of comics' Golden Age, Jim broke into the business working under the tutelage of such luminaries as Will Eisner, Lou Fine and Nick Cardy. He would grow to find his artistic voice alongside peers like George Tuska and Ruben Moreira, freelancing for many of the era's most prominent publishers—including Timely, where he met a young Stan Lee and hit it off with the young staff writer/editor.

As the decade progressed, his work at DC took prominence. Jim was crafting stories of the Dynamic Duo in both *Batman* and *Detective Comics*, plus Robin stories in *Star-Spangled Comics*. He also drew many of the seminal adventures of Tommy Tomorrow in *Action Comics*. It was while drawing Supergirl in the pages of *Action Comics*, however, that Jim crafted an enduring legacy with his clean, illustrative take on Superman's cousin.

Jim worked at DC until 1968, when his bold, streamlined style was called upon to team with John Romita on *Amazing Spider-Man*. It would be the beginning of a relationship with the Webslinger that would lead to almost two decades of memorable penciling and inking of the character, including *Peter Parker, Marvel Team-Up* and the flagship title. His enthusiasm for work at Marvel also led to work outside of Spider-Man, with highlights including his run on *Ghost Rider* and *Man-Thing* and *Omega the Unknown* with Steve Gerber, but Jim lent his hand to virtually every title Marvel produced in one way or another.

In 2008, Jim passed away at the age of 89 after an extended illness.

Biographical material researched and written by John Rhett Thomas

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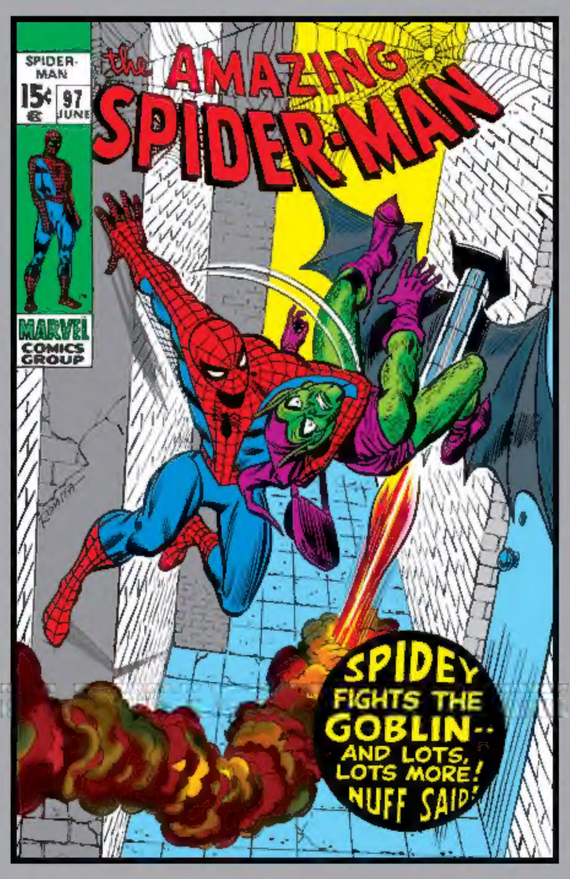
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